

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)

TERMS OF REFERENCE OF THE STRATEGIC COMMITTEE**

Chapter 1 General Provisions

Article 1 These Terms of Reference (these “Terms”) are established by Shanghai Junshi Biosciences Co., Ltd.* (上海君實生物醫藥科技股份有限公司) (the “Company”) for the strategic committee (the “Committee”) under its board of directors (the “Board”) in accordance with the requirements of relevant laws and regulations such as the Company Law of the People’s Republic of China, regulatory documents, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”), the Articles of Association of the Company (the “Articles of Association”) and the Rules of the Board of Directors of the Company in order to match up with the strategic development goals of the Company, strengthen its core competence, set down its development plans, improve its investment decision-making procedures and strengthen scientific decision-making to enhance the efficiency and quality of major investment decisions and capital operation and improve the corporate governance structure of the Company.

Article 2 The Committee is a body specifically set up by the Board in accordance with the Articles of Association, and its major role is to study the long-term development strategies and major investment decisions of the Company and make recommendations to the Board of the Company.

Chapter 2 Composition

Article 3 The Committee shall comprise of five directors, including at least one independent non-executive director, and the number of members shall always be an odd number.

Article 4 Members of the Committee shall either be nominated by the chairman of the Board, at least one-third of the members of the Board, or the nomination committee under the Board, and shall be elected by more than half of all the directors.

Article 5 The Committee shall have one convener (being the chairman), who shall be the chairman of the Board, and shall be responsible for presiding over the work of the Committee. Where the chairman of the Committee is unable to or fails to discharge his/her duty, a member elected by more than half of the members of the Committee shall act as chairman.

Article 6 The term of office of the Committee shall correspond to the term of office of the Board. Members of the Committee may serve consecutive terms if re-elected. In the event that a member of the Committee ceases to be a director of the Company, his/her membership on the Committee shall lapse automatically. A member of the Committee may resign prior to the expiry of his/her term of office by submitting to the Board a written resignation report, which shall include the reason(s) for such resignation and if necessary, the matters that should be brought to the attention of the Board. If a member of the Committee is disqualified or his/her resignation has been accepted, the Board shall fill in the vacancy by appointing a successor member in accordance with relevant laws, regulations, regulatory documents and Articles 3 to 5 above.

Chapter 3 Terms of Reference

Article 7 The Committee is responsible for:

- (i) examining and approving the strategic development plans of the Company and making recommendations to the Board;
- (ii) examining and approving the Company's establishment of new significant investment projects, feasibility studies, external negotiations, due diligence, intention for cooperation and execution of agreements in accordance with the strategic development plans of the Company, and making recommendations to the Board;
- (iii) examining and approving significant financing of the Company such as issuance of shares or corporate bonds, capital operation and asset management, and making recommendations to the Board;
- (iv) examining and approving merger, division, liquidation, and other major matters that have effect on the development of the Company, and making recommendations to the Board;
- (v) conducting research on other major matters affecting the Company's development, and making recommendations to the Board;
- (vi) monitoring and managing the implementation of the foregoing after obtaining relevant approval from the Board, and making recommendations for adjustment in a timely manner; and
- (vii) dealing with other matters requested under laws, regulations, the Listing Rules, the Articles of Association and such matters as authorised by the Board.

Article 8 The Committee shall discuss the matters that are in the scope of its responsibilities and be accountable to the Board. The result of such discussion shall be submitted as proposals to the Board for consideration. The Committee shall comply with the requirements of laws, regulations, the Articles of Association, the Listing Rules and these Terms when performing its duties and powers, and shall not prejudice the interest of the Company and the shareholders.

Chapter 4 Duties of Chairman

Article 9 The chairman of the Committee shall be responsible for:

- (i) convening and presiding over meetings;
- (ii) leading the work of the Committee;
- (iii) signing relevant documents of the Committee;
- (iv) reporting to the Board on the work of the Committee; and
- (v) performing other duties as required by laws, regulations, the Listing Rules, the Articles of Association and the Board.

Chapter 5 Rules of Procedure

Article 10 Meetings of the Committee are in the form of regular meetings and extraordinary meetings.

A regular meeting of the Committee shall be convened prior to the regular Board meeting convened before the Company's annual general meeting to discuss the opinions and recommendations to be submitted to the Board.

An extraordinary meeting shall be convened when deemed necessary by the chairman of the Committee, or when proposed by at least half of the Committee members, or recommended by the chairman of the Board.

Article 11 The chairman of the Committee shall convene and issue notice of the meeting. Notice of the meeting and other meeting materials shall be delivered to all members of the Committee at least five days before the date of the meeting. Subject to the consent of all members of the Committee, the foregoing requirement of the notification period may be waived.

Article 12 The meeting shall be presided over by the chairman of the Committee. If the chairman of the Committee is unable to attend the meeting, he/she may appoint another member of the Committee to preside over the meeting.

Article 13 A quorum of a meeting of the Committee shall be at least two-thirds of the members; where a member is unable to attend a meeting, he/she may, by a written power of attorney, appoint another member to attend and vote at the meeting on his/her behalf. The power of attorney shall set out the name of the proxy, the subject and scope of authorization and the period of the validity of the power of attorney, and shall be signed or sealed by the principal.

Resolutions made at the meeting of the Committee are conditional upon the approval of more than half of all the members. All resolutions and opinions of the Committee shall be signed by all of its members present at the meeting. Each member of the Committee shall have one vote. A member of the Committee may vote "for" or "against" or "abstain from voting" on a resolution. When the number of votes for and against a resolution is equal, the chairman of the Committee shall have a casting vote.

Article 14 Meetings of the Committee may be held by way of on-site meeting, communication methods, circulation and signing of resolutions, or other means as appropriate.

Article 15 Persons-in-charge of the Company's relevant departments who are involved in strategic planning may attend the meetings of the Committee. Where necessary, the directors, supervisors and other senior management members of the Company may be invited to attend the meetings.

Article 16 Where necessary, the Committee may engage independent intermediaries to provide professional advice on its decision-making, and the reasonable expenses incurred shall be borne by the Company.

The senior management members of the Company and the relevant departments shall be cooperative and supportive to the Committee, providing relevant information and actively working with the Committee.

Article 17 The convening procedures, the method of voting and the resolutions passed at the meetings of the Committee shall comply with the relevant laws, regulations, the Articles of Association and the provisions of these Terms.

Article 18 The Committee shall keep minutes of its meetings. The members present at a meeting shall sign the minutes of that meeting. Such meeting minutes shall be kept by the secretary to the Board of the Company.

The first draft of the minutes of the Committee meetings shall be sent to all members of the Committee for their comments within a reasonable period of time after the meeting. The final draft shall be submitted to each member of the Committee for filing.

Article 19 All persons attending or present at a meeting shall keep confidential all matters discussed at the meeting and shall not disclose any relevant information without authorization.

Chapter 6 Supplementary Provisions

Article 20 Unless otherwise specified, the terms used herein shall have the same meanings ascribed to them in the Articles of Association.

Article 21 Any matters not covered by these Terms shall be implemented in accordance with the provisions of the relevant State laws and regulations, the relevant regulatory rules of the jurisdictions where the Company's shares are listed and the Articles of Association. Where there is a conflict between these Terms and the laws and regulations to be promulgated by the State in the future, the relevant regulatory rules of the jurisdictions where the Company's shares are listed or the Articles of Association as amended in accordance with lawful procedures, these Terms shall be implemented in accordance with the provisions of the relevant State laws and regulations, the relevant regulatory rules of the jurisdictions where the Company's shares are listed and the Articles of Association. These Terms shall be amended immediately, and these amended Terms shall be submitted to the Board for consideration and approval.

Article 22 These Terms shall be formulated, amended and construed by the Board.

Article 23 These Terms are considered and approved by the Board, and shall become effective upon the date of listing and trading of the Company's shares on the Main Board of The Stock Exchange of Hong Kong Limited.

December 2018

* *For identification purpose only*

** *In case of any inconsistency between the Chinese version and the English version, the Chinese version shall prevail.*