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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 2019 FIRST CLASS MEETING OF H SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the 2019 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 2019 first class meeting of domestic shareholders of the Company (or any adjournment thereof) at Jumeirah Himalayas Hotel, Shanghai, No. 1108 Mei Hua Road, Pudong, Shanghai, the People’s Republic of China on Monday, 17 June 2019, for the purpose of considering and if thought fit, passing the following resolutions. Unless otherwise defined, capitalized terms used in this notice shall have the same meanings as those defined in the announcement of the Company dated 30 April 2019 in relation to the proposed Issue of A Shares.

SPECIAL RESOLUTIONS ⁽⁹⁾

1. To consider and approve the Company has met the requirements of initial public offering of A Shares and listing on the Sci-Tech Innovation Board.
2. To consider and approve the proposed Issue of A Shares as follows (each and every items as a separate resolution):
 - (i) Class of new Shares to be issued: Ordinary Shares traded in RMB and listed in the PRC
 - (ii) Nominal value of new Shares to be issued: RMB1.00 each
 - (iii) Issue size: The proposed Issue of A Shares only involves issue of new Shares, and will not involve sale of Shares by existing shareholders. The Company will issue not more than 87,130,000 new A Shares. If over-allotment is arranged, the number of Shares that may be over-allotted shall not exceed 15% of the initial number of A Shares to be issued, and shall be counted towards the scope of 87,130,000 A Shares. The final issue size and arrangements of over-allotment (if any) will be determined by the Board after consultation with the lead underwriter according to the authorization (if granted at the general meetings and the class meetings), the conditions required by the laws and regulations of the PRC and the regulatory authorities, and the market condition

then. In the event of ex right matters such as bonus issue and conversion of capital reserve to equity prior to the proposed Issue of A Shares, the number of A Shares to be issued will be adjusted accordingly.

- (iv) Method of issuance: The issue will be conducted through a combination of off-line placement to the price consultation participants and offering by way of on-line subscription by public investors at a fixed price, or other methods of issuance approved by the securities regulatory authorities (including but not limited to placement to strategic investors).
- (v) Target subscribers: Qualified price consultation participants subject to the laws, regulations and normative documents of the PRC and the conditions required by the regulatory authorities, strategic investors and qualified investors who maintain A Shares securities account with the Shanghai Stock Exchange (excluding those in respect of which subscription has been prohibited by laws, regulations and regulatory documents of the PRC).
- (vi) Pricing methodology: The issue price of the Issue of A shares will be determined based on market subscription price in relation to the combination of off-line placement to the professional institutional investors and offering by way of on-line subscription by public investors, or by other pricing methods recognized by the China Securities Regulatory Commission (“CSRC”) and the Shanghai Stock Exchange.
- (vii) Use of proceeds: The proceeds raised from the proposed Issue of A Shares after deducting the issuance expenses will be used for research and development of innovative drugs project, Lingang Production Base construction project, repayment of bank loans and replenish cash flow.
- (viii) Method of underwriting: The Issue of A Shares will be underwritten by the sponsor(s) by way of standby commitment.
- (ix) Place of listing: All A Shares will be listed and traded on the Sci-Tech Innovation Board of the Shanghai Stock Exchange.
- (x) Validity period of the resolutions: The resolutions will be valid for a period of 12 months from the date of approval at the general meeting and the class meetings.

3. To consider and approve the investment projects to be funded by the proceeds raised from the Issue of A Shares and feasibility analysis.

The proceeds raised by the Company from the proposed Issue of A Shares will be used for the following projects after deducting the issuance expenses:

No. Project name	Proposed investment amount from proceeds raised (RMB)
1 Research and development of innovative drugs	1,200,000,000
2 Lingang Production Base construction project	700,000,000
3 Repayment of bank loans and replenish cash flow	800,000,000
Total	<u>2,700,000,000</u>

Note: The ultimate names of the projects mentioned above shall be finalized by the names approved by or filed with (if required) the government authorities.

After the proceeds raised from the proposed Issue of A Shares are in place, the Company will invest the proceeds into the above projects according to the actual needs and priorities of the projects. If the total investment amount of the projects exceeds the amount of proceeds raised from this issuance, the excess amount shall be settled by the Company with its own funds or self-raised funds. If the net proceeds actually raised (after deducting the issuance expenses) are less than the total amount of proceeds to be invested, the shortfall shall be covered by the Company with its own funds or self-raised funds. If the proceeds raised from this issuance exceeds the capital requirements of the projects, the surplus amount will be used for other purposes relating to the Company's principal business.

Before the proceeds raised from the proposed Issue of A Shares are in place, the Company may make an initial investment with its own funds or self-raised funds according to the needs of the projects, and after the proceeds raised are in place, the Company can replace the initial investment funds according to the requirements and procedures of the relevant laws, regulations and regulatory documents.

Within the scope of the finally determined investment projects to be funded by proceeds raised from proposed Issue of A Shares, the Board of Directors may, according to the actual needs of the project, make appropriate adjustments to the sequence and amount of the proceeds to be invested in the above projects.

4. To consider and approve the authorization to the Board of Directors to fully handle matters in connection with the proposed Issue of A Shares and the listing on the Sci-Tech Innovation Board.

The authorization proposed to be granted to the Board shall include without limitation:

- (i) The performance of all procedures relating to the Company's issuance and listing, including but not limited to, submission of an application to the Shanghai Stock Exchange for the public issuance of shares and listing on the Sci-Tech Innovation Board, and submission of an application for registration to the CSRC after approval and consent have been granted by the Shanghai Stock Exchange, and provision of reply to the securities regulatory institutions in respect of feedback opinions on matters relating to this issuance and listing.
- (ii) The formulation and implementation of the specific proposal for this issuance, including but not limited to specific matters such as the timing of issuance, target of issuance, beginning and ending dates of issuance, issue price or pricing method, the specific number of shares to be issued, method of issuance, over-allotment placement, strategic placement, specific projects to be funded by the proceeds raised and the progress and amount of investment, in accordance with national laws, regulations and regulatory documents, the relevant requirements and policies of securities regulatory authorities, and the specific conditions including the securities market conditions and the resolutions of the shareholders' general meeting, the class meeting of holders of H Shares and the class meeting of holders of Domestic Shares.
- (iii) If the PRC and securities regulatory authorities issue new requirements and policies on initial public offering of shares, the Board of Directors be authorized to make corresponding adjustments to this issuance proposal according to the new requirements and policies and continue to handle the matters relating to this issuance.
- (iv) The preparation, review, amendment and signing of all legal documents and material contracts relating to this issuance and listing, including but not limited to the prospectus for the Issue of A Shares and listing on the Sci-Tech Innovation Board, strategic placement agreements and other relevant documents.
- (v) The completion of all government approval procedures involved in this issuance and listing, the payment of all issuance expenses relating to share issuance, listing and sponsorship, and the completion of other necessary procedures and tasks required by this issuance and listing.

- (vi) Authorizing the Board of Directors to supplement and amend the relevant clauses of the Articles according to the result of share issuance and to complete the relevant procedures for the approval, registration and filing of such changes with the competent authority of commerce and the competent administration for industry and commerce.
- (vii) The necessary supplement and amendment to the Articles and the internal management policies of the Company according to the requirements and suggestions of the CSRC, Shanghai Stock Exchange and the relevant securities regulatory authorities or according to the actual conditions of this issuance.
- (viii) Within the scope of the resolutions passed by the Shareholders at the general meeting and class meetings, necessary and appropriate adjustments will be made to the relevant matters in the implementation process of the investment projects funded by the proceeds raised, including but not limited to: the organization and implementation of project construction with self-owned or self-raised funds according to the actual progress of the projects before the proceeds of this issuance and listing are in place; the confirmation of a special deposit account for the proceeds raised; the signing of a tripartite supervision agreement for the proceeds raised; the implementation of the use of proceeds after completion of this issuance and listing; if the proceeds raised are insufficient, the Company should solve the problem through self-owned or self-raised funds; the signing of material contracts involved in the implementation process of the investment projects funded by the proceeds raised; and making decisions on the investment proposals for various projects within the scope of the total investment amount for investment projects funded by the proceeds raised which has been considered and approved by the Shareholders.
- (ix) After completion of this issuance, handling the matters of registration and settlement of shareholdings at the China Securities Depository and Clearing Co., Ltd., including but not limited to the depository, registration, circulation and lock-up of shares.
- (x) The publication of, among other things, the prospectus and its summary and listing announcement on designated newspapers and websites according to the requirements of the CSRC, the Shanghai Stock Exchange and the relevant securities regulatory authorities, and making an application for listing to the designated stock exchange and providing complete information of the application.
- (xi) The engagement of intermediaries, including the sponsor/lead underwriter, legal adviser and auditor for this issuance and listing of the Company, determination of service fees for the intermediaries through consultation, and signing of engagement agreements.

- (xii) In case of occurrence of force majeure events or other circumstances where implementation of this issuance plan would become difficult, or although implementation would be possible, it would bring extremely adverse impact on the Company, then decisions to suspend or terminate this issuance plan may be made at discretion.
- (xiii) For the purpose of this issuance and listing, communication with the relevant regulatory institutions or organizations, such as CSRC, Shanghai Stock Exchange, NEEQ, the Stock Exchange and China Securities Depository and Clearing Co., Ltd., on behalf of the Company will be carried out.
- (xiv) After approval for issuance and listing has been granted by the Shanghai Stock Exchange on this issuance and listing, in accordance with the relevant requirements of the NEEQ, an application shall be made on timely basis to terminate the listing of the Domestic Shares on the NEEQ, including but not limited to the suspension of share transfer, formulation and implementation of protective measures for dissenting shareholders and making an application for delisting from the NEEQ.
- (xv) Subject to the extent permitted by the relevant laws, regulations and regulatory documents, the handling of other matters considered to be necessary, desirable and appropriate for this issuance and listing.

The above authorization, if approved, shall be valid for a period of 12 months from the date of approval at the general meeting and the class meetings.

5. To consider and approve the proposal for accumulated profit distribution and the plan for undertaking unrecovered losses prior to the Issue of A Shares:

As of the date of this notice, the Company has no undistributed accumulated profit. If the Company has undistributed accumulated profit before the Issue of A Shares and listing on Sci-Tech Innovation Board, then it is proposed that the new and existing Shareholders shall share in proportion to their respective shareholding after the issuance and listing.

If the Company has unrecovered losses prior to the Issue of A Shares and listing on the Sci-Tech Innovation Board, it is proposed that the new and existing Shareholders of the Company after this issuance and listing shall bear the losses according to the proportion of their shareholdings after this issuance and listing.

6. To consider and approve the Company's three-year dividend distribution plan for Shareholders after Issue of A Shares and listing on the Sci-Tech Innovation Board.
7. To consider and approve the Company's share price stabilization plan within three years after the Issue of A Shares and listing on the Sci-Tech Innovation Board.

8. To consider and approve relevant letter of undertakings issued by the Company in respect of matters relating to the Company's application for Issue of A Shares and listing on the Sci-Tech Innovation Board and the proposed restraining measures for the failure to comply with such public undertakings.

Further, to authorize the Board of Directors to make appropriate undertakings for the purpose of the Issue of A Shares in accordance with the laws, regulations and regulatory documents of the PRC, the relevant regulations and policies of the securities regulatory departments, and combining the review for listing on the Sci-Tech Innovation Board in practice and the actual situation of the Company.

9. To consider and approve the Company's proposed specific measures for recovery of return in relation to the impact of dilution of immediate return by the Issue of A Shares, and the corresponding undertakings given by the related entities to ensure the practical implementation of the Company's measures for recovery of return.
10. To consider and approve the proposed amendments to the Articles in respect of the Issue of A Shares.
11. To consider and approve the proposed amendments to the Company's internal management policies, namely, the "Rules of Procedures for the General Meeting of Shareholders", the "Rules of Procedures for the Board of Directors", the "Rules of Procedures for the Board of Supervisors", "Management Policies for Raised Funds", "Management Policies for Related/Connected Transactions", the "Administrative Policies for External Guarantees", the "Administrative Policies for Foreign Investment", the "Management Policies for Distribution of Profits" and the "Terms of Reference of Independent Non-Executive Directors".
12. To consider and approve the engagement of professional intermediaries, including the sponsor/lead underwriter, legal adviser and auditor, for the Company's Issue of A Shares and listing on the Sci-Tech Innovation Board and to authorize the Board of Directors to determine the relevant remuneration of the aforementioned intermediaries, including but not limited to China International Capital Corporation Limited, Beijing Jia Yuan Law Offices and Huapu Tianjian Certified Public Accountants (LLP), etc.
13. To consider and approve the status of major transactions with related parties during the reporting period (i.e. the three years ended 31 December 2016, 2017, 2018 and the three months ended 31 March 2019).
14. To consider and approve the "Report on the Use of Proceeds Raised in Previous Offering by Shanghai Junshi Biosciences Co., Ltd.".
15. To consider and approve the proposed amendments to the Share Incentive Scheme. ⁽¹⁰⁾

16. To consider and approve the authorization to the Board of Directors or its authorized person(s) to fully handle all matters in relation to the share incentives, including but not limited to:
- (i) Making a proposal to the Shareholders at the general meeting and class meetings for authorizing the Board of Directors to be responsible for implementing the specific details of the Share Incentive Scheme as follows:
 - (a) Authorising the Board of Directors to make corresponding adjustments to the number of share options and the number of underlying shares involved according to the methods stipulated in the Share Incentive Scheme in the event of, among other things, increasing share capital with capital reserves, distributing bonus shares, share split or share consolidation, rights issue, issue of new shares and distribution of dividends by the Company;
 - (b) Authorising the Board of Directors to make corresponding adjustments to the exercise price according to the methods stipulated in the Share Incentive Scheme in the event of, among other things, increasing share capital with capital reserves, distributing bonus shares, share split or share consolidation, rights issue, issue of new shares and distribution of dividends by the Company;
 - (c) Authorizing the Board of Directors to make appropriate amendments to the content of the Share Incentive Scheme according to relevant laws, regulations and regulatory documents, as well as the requirements and recommendations of relevant securities regulatory authorities such as the CSRC, the Hong Kong Stock Exchange and the Shanghai Stock Exchange, save for the circumstances in which the specific provisions of relevant laws, regulations and regulatory documents are subject to consideration at the general meeting;
 - (d) Authorizing the Board of Directors to examine and confirm the exercise eligibility and exercise conditions of the participants, and consenting the delegation of such rights by the Board of Directors to be exercised by the Remuneration and Appraisal Committee;
 - (e) Authorizing the Board of Directors to decide whether the participants may exercise their share options;
 - (f) Authorizing the Board of Directors to handle all matters necessary for the exercise of share options by the participants, including but not limited to making an application to the Company or the relevant competent authorities to exercise the share options, amending the Articles, and completing the registration for changes in registered capital of the Company;

- (g) Authorizing the Board of Directors to handle the changes and termination of the Share Incentive Scheme according to the requirements under the Share Incentive Scheme, recovery of the income received by the participants and completion of all necessary matters, including but not limited to the cancellation of the eligibility of the participants to exercise the share options and cancellation of the share options which have not been exercised by the participants;
 - (h) Authorizing the Board of Directors to handle the exercise of share options which have not been exercised;
 - (i) Signing, delivery and execution of all legal documents relating to the Share Incentive Scheme with the participants;
 - (j) Authorizing the Board of Directors to implement other necessary matters as required under the Share Incentive Scheme, except for rights that must be exercised by the Shareholders' General Meeting as specified explicitly in the relevant document.
- (ii) Making a proposal to the Shareholders at the AGM and Class Meetings for authorizing the Board of Directors to complete the procedures of approval, registration, filing, permission and consent with the relevant government authorities and institutions in respect of the Share Incentive Scheme; to sign, execute, modify and complete the documents submitted to the relevant government authorities, institutions, organizations and individuals; and to perform all acts, affairs and matters which are considered by the Board of Directors to be necessary, desirable or appropriate in respect of the Share Incentive Scheme.
- (iii) Making a proposal to the Shareholders at the AGM and Class Meetings for granting consent on the validity period of the authorization to the Board of Directors to commence from the date of consideration and approval of this resolution by the Shareholders' General Meeting until the date of completion of implementation of the Share Incentive Scheme.

Among the authorization matters mentioned above, except for items which are specifically required by laws, regulations, regulatory documents and securities regulatory and administrative institutions to be approved by resolutions of the Board of Directors, the other items may be exercised directly by the Chairman of the Board of Directors or his duly authorized persons on behalf of the Board of Directors.

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

Shanghai, PRC, 30 April 2019

Notes:

1. The register of members of H shares of the Company will be closed from Saturday, 18 May 2019 to Monday, 17 June 2019, 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 Class Meeting of H Shareholders to be held on Monday, 17 June 2019. 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 Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong (for holders of H shares) before 4:30 p.m. on Friday, 17 May 2019, 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 Level 22, Hopewell Centre, 183 Queen's Road East, 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. Shareholders who intend to attend the meeting in person or by proxy should return the reply slip (for holders of H shares) to the Company's H share registrar, Tricor Investor Services Limited on or before Monday, 27 May 2019.
6. 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. Shareholders or their proxies attending the Class Meeting of H Shareholders 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 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. References to times and dates in this notice are to Hong Kong local times and dates.
9. Further details of the resolutions will be included in the circular to be dispatched to shareholders by the Company.
10. Further details of this resolution are also set out in the announcement of the Company dated 30 April 2019.
11. This notice of meeting is despatched to the holders of H Shares only.

As at the date of this announcement, the board of directors of the Company comprises Mr. Xiong Jun, Dr. Li Ning, Dr. Feng Hui, Mr. Zhang Zhuobing, Dr. Wu Hai and Dr. Yao Sheng as executive Directors; Mr. Tang Yi, Mr. Li Cong, Mr. Yi Qingqing and Mr. Lin Lijun as non-executive Directors; and Dr. Chen Lieping, Dr. He Jia, Mr. Chen Xinjun, Mr. Qian Zhi and Dr. Roy Steven Herbst as independent non-executive Directors.

* For identification purposes only.