SHANGHAI JUNSHI BIOSCIENCES CO., LTD.*

TERMS OF REFERENCE OF THE COMPLIANCE COMMITTEE OF THE BOARD OF DIRECTORS

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SHANGHAI JUNSHI BIOSCIENCES CO., LTD.*

TERMS OF REFERENCE OF THE COMPLIANCE COMMITTEE OF THE BOARD OF DIRECTORS

Chapter I 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 compliance committee (the "**Committee**") under its board of directors (the "**Board**") in accordance with the relevant requirements of relevant laws, regulations and regulatory documents such as the Company Law of the People's Republic of China and the Articles of Association of the Company (the "**Articles of Association**") in order to further improve the governance structure of the Company and enhance the risk management and compliance governance capabilities and standards of the Company.

Article 2 The Committee is a body specifically set up by the Board, mainly responsible for promoting and guiding compliance management for the Company.

Chapter II Composition

Article 3 The Committee shall be composed of 3 directors, and the total number of members shall be an odd number.

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

Article 5 The Committee shall have a convener (chairman), who shall be responsible for presiding over the work of the Committee. If the chairman is unable to perform his/her duties, a member shall be jointly elected by more than half of the members to perform the chairman's duties on his/her behalf.

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 during the term a member of the Committee ceases to be a director of the Company, his/her membership in the Committee shall lapse automatically. A member of the Committee may submit a written resignation report to the Board before the expiration of his/her term of office to resign from his/her position. After a member of the Committee is disqualified or is approved to resign, the Board shall fill the vacancy in accordance with relevant laws, regulations, regulatory documents and Articles 3 to 5 above.

Chapter III Terms of Reference

Article 7 The Committee is responsible for:

(1) studying and formulating risk management and compliance management strategies for the Company, and specifying risk and compliance management objectives;

(2) studying and formulating compliance management policies and implementation plans for the Company;

(3) advising on the establishment of the compliance management organization of the Company and its responsibilities, as well as the basic system for compliance management, and improving the compliance management system of the Company;

(4) guiding, supervising and evaluating the compliance management of the Company, and reviewing the implementation of risk control and compliance governance of the Company;

(5) organizing and guiding the response to major and important risk events and compliance events;

(6) reporting major compliance management issues of the Company to the Board;

(7) dealing with other matters required by the laws, regulations and the listing rules of the jurisdictions where the shares of the Company are listed, the Articles of Association, and those authorized by the Board.

Article 8 The Committee shall discuss matters within its terms of reference, be accountable to the Board, and submit its discussion results to the Board in the form of proposals for deliberation. The exercise of powers by the Committee shall comply with relevant provisions of laws, regulations and the listing rules of the jurisdictions where the Company's shares are listed, the Articles of Association and these Terms, and shall not harm the interests of the Company and its shareholders.

Chapter IV Rules of Procedure

Article 9 The meetings of the Committee shall be held when needed.

Article 10 The meetings of the Committee shall be convened by the chairman who shall also issue the meeting notice. The meeting notice and materials shall be delivered to all members three days before the meeting is held. If all members unanimously agree, the requirement for advance notice may be waived.

Article 11 The meetings of the Committee shall be presided over by the chairman. If the chairman is unable to attend, he/she may entrust another member to preside over the meeting.

Article 12 A quorum for meetings of the Committee shall require the attendance of more than two-thirds of the members. Members who cannot attend may entrust other members in writing to attend and vote on their behalf. The proxy shall specify the name of the agent, the matters to be represented, the scope of authorization, and the period of validity, and shall be signed or stamped by the principal.

Resolutions made at the meetings shall be valid only if approved by a majority of all members. Relevant resolutions or opinions shall be signed by the participating members of the Committee. Each member shall have one vote, and voting shall be divided into three options: “for,” “against,” and “abstain.”

Article 13 In principle, meetings shall be held on-site. Where necessary, they may be conducted via video-call, telephone, or other means in accordance with the procedures, provided that all participating members are able to fully communicate and express their opinions.

Article 14 Where necessary, the directors, senior management members and heads of relevant departments of the Company may be invited to attend the meetings of the Committee.

Article 15 Where necessary, the Committee may engage independent intermediaries to provide professional advice on its decision-making upon approval by a majority vote of the members of the Committee, and the reasonable expenses incurred shall be borne by the Company.

Senior management members and relevant departments of the Company shall adopt a cooperative and supportive attitude towards the Committee, provide relevant information, and actively cooperate with the Committee.

Article 16 The convening procedures, the method of voting and the proposals passed at the meetings of the Committee shall comply with the requirements of relevant laws and regulations and the listing rules of the jurisdictions where the

Company’s shares are listed, the Articles of Association, and these Terms.

Article 17 Meeting minutes shall be maintained for the meetings of the Committee. The members present at a meeting shall sign the minutes of that meeting. Such meeting minutes shall be kept by the secretary of the Board.

Article 18 All members and 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 V Supplementary Provisions

Article 19 Unless otherwise specified, the terms used herein shall have the same meanings ascribed to them in the Articles of Association.

Article 20 Matters not covered herein shall be implemented in accordance with the provisions of the relevant national 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 national laws and regulations, the relevant regulatory rules of the jurisdictions where the Company’s shares are listed, and the Articles of Association. The amended Terms shall be submitted to the Board for consideration and approval.

Article 21 These Terms shall be formulated, amended and construed by the Board.

Article 22 These Terms shall become effective after being considered and approved by the Board.