

**AMENDED AND RESTATED ARTICLES OF ASSOCIATION**  
**OF**  
**SHANGHAI HENLIUS BIOTECH, INC.**

**(Considered and approved at the general meeting held by the Company on 8 May 2025)**

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CHAPTER 1 GENERAL

Article 1 A A ( ),  
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Article 2 k  
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No.	Name of promoters	Number of shares subscribed for (0'000)	Shareholding (%)	Way of capital contribution	Time of capital contribution
1	(上海復星新藥研究有限公司)	24,968.4925	71.33855		14 2016
2	H	5,739.636	16.39896		14 2016
3		241.0695	0.68877		14 2016
4		68.6455	0.19613		14 2016
5	(上海果友生物技術合夥企業 (有限合夥))	321.4295	0.91837		14 2016
6	(上海果宏生物技術合夥企業 (有限合夥))	321.4295	0.91837		14 2016

No.	Name of promoters	Number of shares subscribed for (0'000)	Shareholding (%)	Way of capital contribution	Time of capital contribution
7	上海果智生物技術合夥企業(有限合夥)	482.1425	1.37755	2	14 2 2016
8	上海清科片仔癯投資管理中心(有限合夥)	607.145	1.73470	2	14 2 2016
9	華蓋醫療投資管理(北京)有限公司	642.859	1.83674	2	14 2 2016
10	華蓋醫療健康創業投資成都合夥企業(有限合夥)	107.1455	0.30613	2	14 2 2016
11	上海方正韓投股權投資合夥企業(有限合夥)	571.431	1.63266	2	14 2 2016
12	蘇州工業園區新建元生物創業投資企業(有限合夥)	374.2865	1.06939	2	14 2 2016
13	寧波保稅區益飛投資合夥企業(有限合夥)	197.1445	0.56327	2	14 2 2016
14	上海東方證券創新投資有限公司	357.1435	1.02041	2	14 2 2016
<b>Total</b>		<b>35,000</b>	<b>100</b>	<b>-</b>	<b>-</b>

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**Article 3** : 上海復宏漢霖生物技術股份有限公司.

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**Article 5** 543,494,853.

**Article 6** k

**Article 7**

**Article 8** A

**Article 9** A A ; A A  
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**Article 10** A A  
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**Article 11**

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**CHAPTER 2 THE COMPANY'S OBJECTIVES AND SCOPE OF BUSINESS**

**Article 12**

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**Article 13**

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**CHAPTER 3 SHARES**

**Section 1 Issue of Shares**

**Article 14**

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**Article 15**

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**Article 16**

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**Article 19**  
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543,494,853 , %

**Section 2 Increase, Reduction and Repurchase of Shares**

**Article 20**  
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**Article 21**  
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**Article 22**

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**Article 23**

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**Article 24**

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**Article 25**

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**Article 26**

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**Section 3 Transfer of Shares**

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**Article 28**

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**Article 29**

**Section 4 Financial Assistance for the Acquisition of Shares in the Company**

**Article 30**

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**Article 31**

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**Section 1 Shareholders and Register of Shareholders**

**Article 33**

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**Article 35**

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**Article 36**

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**Article 41** A

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**Article 49**

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**Article 51**

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**Section 3 Convening of the General Meeting**

**Article 54**

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**Article 55**

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**Section 4 Proposals and Notices of the General Meeting**

**Article 60**

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**Article 62**

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**Article 64**

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**Article 75**

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**Section 2 Independent Non-executive Directors**

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**Article 103**

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**Article 145**

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**Article 146**

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CHAPTER 13 NOTICES AND ANNOUNCEMENTS

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