

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

In the Matter of the Emergency Application of
Shineco, Inc.
For Review and Stay of Regulatory Action by
The Nasdaq Stock Market LLC

Admin. Proc. File No. 3-22553

**SHINECO, INC.'S OPENING BRIEF
IN SUPPORT OF ITS
APPLICATION FOR REVIEW**

Dated: December 24, 2025

Jacob S. Frenkel, Esq.
Gregory L. Ewing, Esq.
Brian S. Yu, Esq.
DICKINSON WRIGHT PLLC
International Square Bldg.
1825 I St. N.W., Suite 900
Washington, D.C. 20006
Tel: (202) 466-5953 | Fax: (844) 670-6009
JFrenkel@dickinsonwright.com
GEwing@dickinsonwright.com
BYu@dickinsonwright.com

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EXHIBITS

- Exhibit A Shineco, Inc.’s Motion and Memorandum of Law in Support of [Shineco Inc.’s] Motion for Temporary Restraining Order and accompanying Exhibits filed October 3, 2025, in *Shineco, Inc., et al. v. Nasdaq*, No. 1:25-cv-06159-JPC, Verified Complaint filed July 28, 2025.
- Exhibit B Opinion of Hon. John P. Cronan, Judge, United States District Court, Southern District of New York in *Shineco, Inc., et al., v. Nasdaq*, Oct. 4, 2025.
- Exhibit C *In re Shineco, Inc., Petitioner, On Petition for Writ of Prohibition to the Nasdaq Stock Exchange LLC, Emergency Motion for Writ of Prohibition (Agency Action Impossible)*, No. 25-7146, D.C. Cir., Pet. filed Oct. 3, 2025).
- Exhibit D *Per Curiam* opinion in *In re Shineco, Inc., Petitioner, On Petition for Writ of Prohibition to the Nasdaq Stock Exchange LLC, Emergency Motion for Writ of Prohibition (Agency Action Impossible)*, No. 25-7146, D.C. Cir., Decision filed Oct. 6, 2025.

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The Nasdaq Stock Market LLC's ("Nasdaq") suspension of trading and delisting of Shineco Inc.'s ("Shineco") stock presents three serious legal issues for the Commission's consideration. One is whether constitutional principles of retroactive application of not yet adopted rules should apply to Nasdaq. Nasdaq's conduct evidences its view that it is exempt from constitutional principles. Shineco's view is that long-extant constitutional principles must apply to the Nasdaq; otherwise, the slippery slope of Nasdaq's constitutional deprivations only will accelerate. The second is whether Nasdaq's arbitrary and capricious internal review process violated the Exchange Act's requirement for SROs to provide fair procedures in the conduct of disciplinary actions under the Exchange Act. 15 U.S.C. § 78f(b)(7). Nasdaq's conduct evidences its disregard for the express fair procedures requirement of the Exchange Act, with Nasdaq placing itself above compliance with governing capital markets statutes. Shineco's view is if the Commission does not require Nasdaq to comply with federal law, agency regulations and its own Rules, then those to whom the Commission entrusts establishing a trading forum no longer can be trusted. The third simply is whether Nasdaq is obligated to comply with its contractual obligations. Here, as to Shineco, Nasdaq did not. Shineco's position is that the Commission should require that Nasdaq comply with its contractual obligations at all times, no differently than Nasdaq demands of its listed companies. These grave legal failings by Nasdaq in the context of Shineco are why the Commission should order Nasdaq to restore Shineco's listing and permit Shineco to resume trading.

When Shineco moved the Commission – during the Government shutdown of all of October 2025 and into November 2025 – for a Stay pending the Commission's review of Shineco's appeal of Nasdaq's grievously flawed process and erroneous decisions notably decided on incomplete information, Shineco focused its entire argument seeking emergency relief from the

Commission in the form of a stay to prevent further irreparable harm to Shineco and its shareholders. Shineco's record filed with the Commission did include submissions with the legal arguments supporting why Shineco, as a matter of law and fact, should prevail on the merits. However, the primary focus of the Motion for Emergency Stay was to highlight, as the Commission noted, "the potential irreparable harm that Shineco may suffer absent a stay." In re Application of Shineco, Inc., Exchange Act Rel. No. 34-104272 (Nov. 26, 2025).

For example, Shineco's second Motion and Memorandum of Law in Support of Shineco's Motion for a Temporary Restraining Order ("TRO") filed on October 3, 2025 with the United States District Court for the Southern District of New York ("SDNY") (*Shineco, Inc., et al. v. Nasdaq*, No. 1:25-cv-06159-JPC, Verified Complaint filed July 28, 2025 (hereafter "SDNY Litigation"), at Ex. 1 (Dkt. 26-1)), provided the legal defects and associated legal analysis as to why Nasdaq's proceeding was flawed as a matter of law. (Dkt. 26-1 at 9-14) (Shineco's Motion for Emergency Stay Pursuant to SEC Rule of Practice 401 (hereafter "Motion For Stay") at Ex. 5). (Ex. A hereto.) Why was this the second, not the first, motion for a TRO? Very simply, Nasdaq ignored e-mails to senior legal officials identifying the seriously flawed Hearing Panel process and decision and threatening the need for Shineco to seek relief through judicial intervention. Nasdaq can call what occurred next in July 2025 in its revisionist history spin whatever it wants – Nasdaq recognized its problem and capitulated. Within three hours of and only after the filing of the Verified Complaint, the Listing Council called the matter for review obviating the need for Shineco to press its first Motion for a TRO to proceed. Consequently, Shineco withdrew the TRO and the SDNY did not rule. However, when Shineco had no choice but to return to the SDNY and for a second time seek a TRO after the Listing Panel decision, then the SDNY, after briefing (not included in Nasdaq's Index of Administrative Record), determined that it did not have jurisdiction

to decide the TRO and denied the motion for a TRO without prejudice. (SDNY Litigation, Dkt. 29, dec. Oct. 4, 2025, Cronan, J.) (Ex. B hereto).

The trial court in the SDNY Litigation wrote that:

“[T]he Exchange Act contemplates a specific system of comprehensive review, which includes empowering the Commission to grant the very [emergency] relief that [Shineco] seeks” and “is able under § 78y(c)(2) to appeal the Commission’s denial [of a stay] and petition the United States Court of Appeals for a stay.” [citing *Cleantech Innovations, Inc. v. Nasdaq Stock Market, LLC*, No. 11 Civ. 9358 (KBF), 2011 WL 7138696, at *2 (S.D.N.Y. Dec. 30, 2011) (Sullivan, J.)]. Indeed, the Exchange Act expressly provides that the SEC “may stay its order or rule pending judicial review if it finds that justice so requires,” and the appropriate Court of Appeals may, in turn, “issue all necessary and appropriate process to stay the order or rule or to preserve status or rights pending its review.” 15 U.S.C. § 78y(c)(2). Nor does the current Government shutdown alter this carefully constructed review scheme: to the contrary, a stay application may be filed with a Court of Appeals without first going through the SEC when there “was reasonable ground for failure to apply to the Commission.” *Id.*

Ex. B at 2 (SDNY Litigation, Dkt. 29). Following from Judge Cronan’s opinion, Shineco filed “a stay application [with the United States of Appeals for the District of Columbia Circuit] without first going through the SEC when [the Government shutdown] ‘was reasonable ground for failure to apply to the Commission.’” In Shineco’s Petition for Writ of Prohibition, Shineco also set forth certain legal arguments as to why Shineco is likely to prevail on the merits. *In re Shineco, Inc., Petitioner*, On Petition for Writ of Prohibition to the Nasdaq Stock Exchange LLC, Emergency Motion for Writ of Prohibition (Agency Action Impossible), No. 25-7146, D.C. Cir., Pet. filed Oct. 3, 2025) (“DC Circuit Writ”) at 19-27 (Ex. C hereto). These legal arguments included Nasdaq having breached its Listing Agreement with Shineco, and Nasdaq having breached the implied covenant of good faith and fair dealing in the Listing Agreement. *Id.* However, the fundamental focus of the DC Circuit Writ, no different than Shineco’s Motion for Stay filed with Commission, also was the irreparable harm to Shineco. The DC Circuit, in a *Per Curiam* opinion, denied the

Petition because Shineco did not satisfy the “stringent requirements” for “relief under the All Writs Act that is equivalent to a stay....” (Dkt. No. 2139063, Op., Oct. 6, 2025). (Ex. D hereto)

Against this seeming sisyphian backdrop, Shineco now presents to the Commission its appeal of the Nasdaq Listing Council’s decision under Exchange Act Section 19(d)(2) and SEC Rule of Practice 420 (17 C.F.R. § 201.420(a)). As this record already includes Shineco’s robust arguments as to the harm to Shineco and its shareholders by Nasdaq’s unjustified action, Shineco’s focus now is on the legal issues associated with Nasdaq wrongfully imposing a trading suspension and subsequent delisting by applying a rule that had not even been presented for formal consideration for enactment or implemented at the time of the relevant reverse stock split.

FACTS

For the most comprehensive discussion of the history of this case, Shineco refers the Commission to Shineco’s August 11, 2025 letter to the Nasdaq Listing and Hearing Review Council. (Nasdaq_Shineco_000124-141) (Attachments at Nasdaq_Shineco_000141-395). The Nasdaq rule at issue is its Listing Rule 5550(a)(2) (the “Bid Price Requirement”). On August 6, 2024, Nasdaq initiated its rulemaking for the current version of what became Listing Rule 5810(c)(3)(A)(iv), the “2025 Bid Price Rule,” by submitting to the Commission file no. SR-NASDAQ-2024-045, required for SRO proposed rules. (Initial SEC Form 19b-4 for SR-NASDAQ-2024-045 (Nasdaq_Shineco_000294-324). The Commission published in the Federal Register a notice of the original version of the proposed rule change on August 23, 2024. 89 Fed. Reg. 68,224 (Aug. 23, 2024) (Nasdaq_Shineco_000324-328). The Nasdaq did not provide notice directly to Shineco, or for that matter directly to Nasdaq-listed companies, the proposal for what the SEC would first introduce on November 20, 2024 as the soon-to-become the 2025 Bid Price Rule.

Freeze frame now on the date November 20, 2024. Repeating intentionally, that is the date on which the Commission initiated its proceedings to determine whether to approve or disapprove what two months later would become Nasdaq's at that time (November 20, 2024) still proposed 2025 Bid Price Rule. 89 Fed. Reg. 93,369 (Nov. 26, 2024) (Nasdaq_Shineco_000331-336). Eight days earlier, on November 12, 2024, Shineco effected a 1-for-24 reverse stock split; that is the stock split at issue. The 2025 Bid Price Rule which Nasdaq later applied against Shineco to damage Shineco irreparably was not yet a Nasdaq Rule. The 2025 Bid Price Rule which Nasdaq later applied against Shineco to damage Shineco irreparably had not yet even come before the Commission for proceedings to determine whether to approve or disapprove the Rule. When Shineco effected its reverse stock split on November 12, 2024, Shineco had **no notice** that the Rule that Nasdaq later would apply against Shineco would even come into existence (or when), let alone be applied retroactively.

With the Commission's November 26, 2024 Release as published in the Federal Register, that is the Release published two weeks after Shineco's reverse stock split, the Commission instituted proceedings for consideration by the public of proposed new reverse stock split restrictions by requesting written comments and rebuttals within 21 days and 35 days, respectively, of Federal Register publication. *Id.* The initial proposed rule change included a revision to Listing Rule 5810(c)(3)(A)(iv), to add the limitation that a company that had effected "a reverse stock split over the prior one-year period" would be ineligible for a compliance grace period. Initial Form 19b-4 at 27. Before the revision to the reverse stock split restriction took effect, Listing Rule 5810(c)(3)(A)(iv) only restricted the compliance period availability if the company had effected one or more reverse stock splits over the prior two years with a cumulative ratio of or greater than 250-to-1. In other words, when Shineco implemented its reverse stock split on November 12, 2024,

the reverse stock split restriction then in effect only restricted the compliance period availability if the company had effected one or more reverse stock splits over the prior two years with a cumulative ratio of or greater than 250-to-1. On February 15, 2024, Shineco had effected a one-for-ten (1-for-10) reverse stock split. On November 12, 2024, the Company effected a one-for-twenty four (1-for-24) reverse stock split. These two reverse stock splits did not have a cumulative ratio of or greater than 250-to-1. Therefore, under the Rule in effect as of November 12, 2024, Shineco had the discretion to implement another reverse stock split without running afoul of the then in-effect rules.

Under 15 U.S.C. § 78s(b)(1) governing SRO rulemaking, “[n]o proposed rule change shall take effect unless approved by the Commission or otherwise permitted in accordance with the provisions of this subsection.” On January 17, 2025, more than two full months after Shineco’s November 12, 2024 reverse stock split, the Commission issued an order approving the 2025 Bid Price Rule change, thus instituting the prior one-year change to Listing Rule 5810(c)(3)(A)(iv). (Exchange Act Rel. No. 34-102245, Jan. 17, 2025) (Nasdaq_Shineco_000336-356). At this point, and no earlier than January 17, 2025, the revised Reverse Stock Split restriction went into effect.

Through three rounds of publication regarding the Rule proposal, Nasdaq provided no indication that the reverse stock split restriction would apply retroactively to stock actions – reverse stock splits – that occurred before the new rule’s effectiveness.

ARGUMENT

A. Retroactive Application of Rules Not Yet Adopted is Unconstitutional.

Nasdaq retroactively applied a Listing Rule approved on January 17, 2025, to Shineco’s reverse stock split effected November 12, 2024, to Shineco’s detriment. In fact, it was not until November 20, 2024, eight days after Shineco’s November 2024 stock split became effective, when the Commission initiated proceedings under Section 19(b)(2)(B) of the Exchange Act to determine

whether to approve or disapprove the proposed rule change. Exchange Act Rel. No. 34-101662, 89 Fed. Reg. 93369 (Nov. 26, 2024) ((Nasdaq_Shineco_000331-336). Specifically, in November 2024, when the reverse stock split became effective, there was no penalty or potential perceived adverse consequence to Shineco associated with that reverse stock split in timing or share split ratio. When Shineco's board and shareholders approved the reverse split on November 12, 2024, Shineco, having effected only one other reverse stock split in the preceding two years, was free to use the reverse split mechanism for any legitimate purpose.

The January 2025 rule change created a new regime. The new rule penalizes companies for effecting one or more reverse stock splits where the splits cross a threshold for ownership deduction. In November 2024, if Shineco had known that its actions would be judged by a different standard, then Shineco could have acted differently. Shineco could have waited for its stock price to recover organically as it had twice before. Or, had the rule change been foreseeable, then Shineco could have performed a reverse stock split at a different ratio to avoid running afoul of the not yet in effect rule. Regardless of these past possibilities, because Shineco did not know that Nasdaq would retroactively, punitively, arbitrarily and capriciously apply its new rules, Shineco was unable to account for these new rules. Blindsiding companies selectively, as Nasdaq did here, is unconstitutionally discriminatory and deprives issuers and their shareholders of their due process rights.

Retroactive enforcement of a rule without notice of intent violates procedural due process standards to which the Commission subjects Nasdaq under the Exchange Act's fair procedures provisions. Nasdaq's arbitrary and capricious internal review process further violated the Exchange Act's requirement for SROs to provide fair procedures in conducting a disciplinary action under the Exchange Act. *See* 15 U.S.C. § 78f(b)(7). Moreover, Nasdaq was entirely

dismissive of its fair procedures obligations under the Exchange Act, which are comparable to constitutional due process requirements that would require fair notice of enforcement. The fair procedures provisions of the Exchange Act implicate due process requirements, regardless of whether a court regards Nasdaq as a quasi-governmental entity. *Cody v. SEC*, 693 F.3d 251, 257 (1st Cir. 2012) (analogizing Exchange Act “fair procedure” requirement to constitutional due process); *Gold v. SEC*, 48 F.3d 987, 991 (7th Cir. 1995) (“This statutory fairness requirement is closely related to the fairness requirements derived from the Fifth Amendment’s Due Process Clause. We have therefore assessed the fairness of the [exchange’s] jurisdictional rules and enforcement action against [petitioner] by relying on traditional due process principles.”).

B. Nasdaq’s Arbitrary and Capricious Internal Review process Violated the Exchange Act’s Requirement for SROs to Provide Fair Procedures in the Conduct of Disciplinary Actions.

Nasdaq’s Listing Council did nothing to cure the procedurally bankrupt Hearing Panel proceeding. In fact, to this day, Shineco submits that Nasdaq all along either ignored entirely or gave short shrift to Shineco’s comprehensive and curative compliance plan. As recounted in the procedural history of this matter, the Hearing Panel returned its decision in less than one day after conducting the delisting hearing, without any indication that the panel had considered the direct relevance of Shineco’s financial and business adjustment plans to its reasonably anticipated going-forward compliance with the Minimum Bid-Price Rule. (Nasdaq_Shineco_000112-113) Examples include the Hearing Panel rendered its rapidly executed written decision despite prior representations during the Panel Hearing itself that a decision likely would be forthcoming in approximately two weeks. ((Nasdaq_Shineco_000083, 000110) Additionally, the Hearing Panel referenced that “there is no proof that [Shineco’s evolved business strategy] will allow the Company to continue as a functioning operating company. Such a dramatic pivot in business model does not inspire confidence on the part of the Panel nor justify yet another exception.” Hearing

Panel Decision at 2. ((Nasdaq_Shineco_000113) This reference to “no proof” only was possible if the Hearing Panel ignored the content before the Hearing Panel, that is the business discussion in the Pre-Hearing Submission, detailed business slides in the PowerPoint Presentation to the Hearing Panel, and the dismissive abbreviated permitted opportunity to discuss the business developments and plan during Shineco’s CFO’s verbal presentation. Arguably, the two hearing panelists lacked the experience and competency to evaluate Shineco’s business progress, highlighted in detail in Shineco’s Motion for Stay.

The Hearing Panel’s analysis and conclusions were inconsistent with the facts. For example, the Hearing Panel wrote expressly that “[t]he Company embarked on a business model that has proven to be ineffective.” ((Nasdaq_Shineco_000113) That simply is not true. That false statement is a dereliction of the Hearing Panel members’ presumptive obligation to conduct a full and fair hearing, not one that, in retrospect, was more forward looking about the panelists’ summer vacations than forward looking into evaluating Shineco’s compelling business progress and proactive steps beyond. One even could characterize the dismissiveness towards Shineco’s successful business model pivot as the Panelists’ reckless indifference to Shineco’s business evolution. The Panelists only needed to ask; but, they chose not to inquire. Further reinforcing and confirming this point, the Hearing Coordinator, at the beginning of the hearing, began by requesting expressly that the Company focus mainly on the steps and initiatives that the Company has taken and will undertake to maintain long-term compliance with the Bid-Price Rule. (Nasdaq_Shineco_000084-085) To the extent that Shineco’s successful business pivot was central to compliance, that was not at all of interest to Nasdaq.

In sum, a fair procedure is not one in which a hearing officer or panel cherry picks facts to inform a pre-determined outcome. That is neither “fair” nor a “procedure”. Nevertheless, that was

the Shineco experience with the Nasdaq Hearing Panel and Listing Council.

C. Nasdaq Breached the Listing Agreement and the Implied Covenant of Good Faith and Fair Dealing.

Breach of the Listing Agreement

In September 2016, Shineco entered into a Listing Agreement with Nasdaq under which Nasdaq agreed to list Shineco's securities on the Nasdaq Market. In the Listing Agreement, Nasdaq warranted that it would provide goods and services "in a good and workmanlike manner." As an exchange and SRO under the Exchange Act, Nasdaq's obligations and warranty of "good and workmanlike" performance under the Listing Agreement require Nasdaq to apply its own Listing Rules judiciously, not in an arbitrary and capricious manner. Nasdaq overtly and unabashedly determined to deprive Shineco of any mechanism for pursuing a stay of the listing suspension pending appeal. This was not a situation of "capital markets [being] efficient and sophisticated enough to understand the difference between a suspension and a final delisting [and being] sophisticated enough to recognize the purely technical distinction between a stayed delisting and a delisting that is final in name only pending SEC review." *Cleantech Innovations, Inc. v. NASDAQ Stock Market, LLC*, No. 11 Civ. 9358 (KBF), 2011 WL 7138696 *5 (SDNY, Dec. 30, 2011). Based on Nasdaq's conduct, there existed no extant vehicle to stay this self-executing expedited process of suspension into delisting of Shineco's shares, before even the 15-day window would expire for an issuer to decide whether to appeal. The lack of a procedural mechanism by which Shineco meaningfully could have exercised its right to appeal or obtain a stay of the unreviewed decision necessitated Shineco seeking judicial intervention.

On November 12, 2024, there was no penalty or potential perceived adverse consequence associated with Shineco's reverse stock split. Where, as here, a company's board and shareholders approved the split, a company was free to use the mechanism for any legitimate purpose. Thus,

the January 2025 rule change created a new regime, without notice of potential retroactive application. This is neither acting in good faith nor fair dealing. Regardless of past possibilities, because Shineco did not know that Nasdaq would apply its new rules retroactively, punitively, arbitrarily and capriciously, Shineco was unable to account for these new rules. Blindsiding companies in this manner does not satisfy the “good and workmanlike” standard.

The unnecessarily expedited process leading to the Hearings Panel decision and post-hoc application of new rules to past events also are not performance in a “good and workmanlike” manner and, therefore, constitute a breach of the Listing Agreement. The Listing Council did not conduct its review *de novo* so as to ensure a fair timeframe to act before suspension, merely analyzing the Hearings Panel decision for clear error. Listing Council Decision at 9. (Nasdaq_Shineco_000437).

Even under this standard, the Listing Council misconstrued the core issue underlying Shineco’s concerns about the Hearings Panel’s process. Rather, the Listing Council bent over backwards to assume the Hearings Panel had issued a reasonable decision, despite acknowledging the lack of documentation to that effect. *Id.* (Acknowledging that “the Hearings Panel decision did not contain an exhaustive or even lengthy analysis of the Company’s arguments and evidence” but choosing “to infer that the Hearings Panel simply concluded that the matter was straightforward and did not require extensive analysis or deliberation.” *Id.*). Every adjudicative body should be so lucky as to have a reviewing authority that assumes that its refusal to document its rationale or deliberate on its decision was because the matter was just so simple.

The facts are straightforward, in that they demonstrate that at each stage leading to the threatened suspension, Nasdaq had assumed that it may proceed as it likes without regard to fair procedures, reasoned decision making, or its own Listing Rules. Because the facts are

straightforward and Nasdaq's actions were egregious, Shineco submits that Shineco should succeed on the merits of its request to have its Nasdaq listing status restored.

Breach of Implied Covenant of Good Faith and Fair Dealing

Under New York law, as applicable to Nasdaq, a covenant of good faith and fair dealing is implied in all contracts. *See Cross & Cross Props., Ltd. v. Everett Allied Co.*, 886 F.2d 497, 502 (2d Cir.1989). "This covenant embraces a pledge that neither party shall do anything which will have the effect of destroying or injuring the right of the other party to receive the fruits of the contract." *511 West 232nd Owners Corp. v. Jennifer Realty Co.*, 98 N.Y.2d 144, 153, 746 N.Y.S.2d 131, 773 N.E.2d 496 (2002) (citations and internal quotation marks omitted). Nor can one party violate the other party's "presumed intentions or reasonable expectations." *M/A-COM Sec. Corp. v. Galesi*, 904 F.2d 134, 136 (2d Cir. 1990) (citations omitted). "Where the contract contemplates the exercise of discretion, this pledge includes a promise not to act arbitrarily or irrationally in exercising that discretion." *Fishoff v. Coty Inc.*, 634 F.3d 647, 653 (2d Cir. 2011) (internal quotation marks omitted). The promise inherent in that pledge is precisely what Nasdaq violated.

Nasdaq breached the implied covenant of good faith and fair dealing in at least two ways. First, Shineco reasonably expected that when Shineco entered into the Listing Agreement, any grievances with Nasdaq's decisions would be heard fairly and fully *before* any negative consequences of those decisions would be enacted. This was true when the Listing Agreement was signed. Nasdaq's actions rendered untrue being "fairly and fully heard," in turn rendering non-credible this reasonable expectation.

Second, Nasdaq fundamentally changed the rules related to reverse stock splits between when Shineco last executed such a split and implementation of the 2025 Bid Price Rule. In the Fall of 2024, the then long in effect rules permitted Shineco to conduct a reverse split without penalty if such a split was approved by its Board of Directors and shareholders. With the retroactively

applied rule change, Nasdaq implemented a rule that penalized Shineco for its previous reverse split by, *inter alia*, denying Shineco an additional six months to rectify the bid price violation.

Prior to the enactment of the 2025 rules, Shineco twice organically had regained compliance with the bid price requirements because Nasdaq had provided 180 days to regain compliance. Through the company's effected acquisitions and additional planned acquisitions in 2025 and newly-strong economic position, Shineco has already regained compliance within the 180-day period. Based on Nasdaq's rules, when Shineco listed on the Nasdaq Market and Nasdaq's implementation of those rules over the past nine years, Shineco reasonably expected to be provided the same 180-day grace period to regain compliance. But Nasdaq's decision both affirming the retroactive application of the rule to deny the 180-day extension and denying the relevance of intervening facts establishing Shineco's renewed compliance has completely upended this past expectation.

In reliance on its reasonable expectation that any non-compliance would be addressed fairly, fully, and with adequate time for organic or other resolution, Shineco invested millions of dollars to regain its financial footing after the COVID pandemic. Nasdaq's breach of its implied covenant of good faith and fair dealing destroyed irreparably Shineco's and Shineco's shareholders' ability to enjoy the fruits of the bargain that Shineco struck with Nasdaq.

CONCLUSION

Had the SDNY accepted jurisdiction over the SDNY Litigation and the litigation proceeded into discovery, then Shineco could have conducted discovery on information that the Commission readily can demand from the Exchange it regulates. For example, the Commission is entitled to know (1) whether Nasdaq applied the 2025 Bid Price Rule consistently, that is whether similarly situated issuers received additional cure periods or discretionary relief; (2) whether Nasdaq failed to consider material mitigating facts, specifically, Shineco's pending corporate actions, financing,

and continuing restructuring that would imminently restore compliance; (3), whether Nasdaq put in place and followed procedural safeguards, including, the Listing Council having articulated – which it did not – a reasoned basis for rejecting Shineco’s compliance plan; and (4) whether Nasdaq is applying the same standards to non-China and Asia-domiciled issuers as it is to companies domiciled in China and elsewhere in Asia. Shineco believes and submits that Nasdaq subjected Shineco to disparate treatment, failed to consider material mitigating facts, neglected to put in place and follow procedural safeguards, and applied to Shineco a different standard than to non-Asia based companies. For the Commission in the instant narrow set of facts involving Shineco for the Commission to rule for Nasdaq, the Commission would put its imprimatur on and validate as proper all of the substantive and procedural legal defects the Nasdaq imposed on Shineco. Accordingly, the Commission should reverse the Nasdaq decision to delist Shineco, and restore Shineco’s Nasdaq Stock Market listing and trading.

Dated: December 24, 2025

DICKINSON WRIGHT PLLC

/s/ Jacob S. Frenkel

Jacob S. Frenkel, Esq.

Gregory L. Ewing, Esq.

Brian S. Yu, Esq.

International Square Bldg.

1825 I St. N.W., Suite 900

Washington, D.C. 20006

Tel: (202) 466-5953 | Fax: (844) 670-6009

JFrenkel@dickinsonwright.com

GEwing@dickinsonwright.com

BYu@dickinsonwright.com

Certificate of Document Length

I hereby certify that on December 24, 2025, I used the “Word Count” function in Microsoft Word to determine the word count in this Shineco’s Inc.’s Opening Brief in Support of its Application for Review to confirm compliance with the 14,000 word limitation set forth in Rule of Practice 201.450(c). Excluding any declarations, affidavits, attachments, cover page, Table of Contents, Table of Authorities, Statement of Filing by E-mail, this Certificate of Document Length, the Certificate of Service, and counsel’s signature block, the word count is 4,353 words.

Dated: December 24, 2025, Washington, DC

/s/ Jacob S. Frenkel
Jacob S. Frenkel, Esq.
Dickinson Wright PLLC
International Square Building
1825 I St., N.W., Suite 900
Washington, DC 20006
Phone: (202) 466-5953
E-mail: jfrenkel@dickinsonwright.com
Counsel of Record for Shineco, Inc.

STATEMENT OF ELECTRONIC FILING AND CERTIFICATE OF SERVICE

The undersigned filed electronically with the Commission this Opening Brief in Support of Shineco Inc.'s Application for Review via eFAP filing system and served or delivered courtesy copies, pursuant to SEC Rule of Practice 151(d), to the following, parties and other persons entitled to notice in the manner set forth to the right of each served party:

Securities and Exchange Commission
c/o Hon. Vanessa A. Countryman, Secretary (via e-mail to Secretarys-Office@sec.gov)
100 F St., N.E.
Washington, DC 20549

The Nasdaq Stock Market LLC
c/o Alex Gesch, Esq. (via e-mail)
Gibson, Dunn & Crutcher LLP
1700 M St., N.W.
Washington, DC 20036-4504
202.887.3776
Email: agesch@gibsondunn.com

The Nasdaq Stock Market LLC
c/o Amir C. Tayrani, Esq. (via e-mail)
Gibson, Dunn & Crutcher LLP
1700 M St., N.W.
Washington, DC 20036-4504
202.887.3692
Email: atayrani@gibsondunn.com

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/s/ Jacob S. Frenkel
Jacob S. Frenkel, Esq.
Counsel of Record for Shineco, Inc.