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**上海復旦張江生物醫藥股份有限公司**

**Shanghai Fudan-Zhangjiang Bio-Pharmaceutical Co., Ltd.\***

*(a joint stock company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 1349)**

## **NOTICE OF CLASS MEETING OF HOLDERS OF H SHARES**

**NOTICE IS HEREBY GIVEN THAT** a class meeting of the holders of H Shares (the “**Class Meeting of Holders of H Shares**”) of 上海復旦張江生物醫藥股份有限公司 (Shanghai Fudan-Zhangjiang Bio-Pharmaceutical Co., Ltd.\*) (the “**Company**”) will be held at No. 308 Cailun Road, Zhangjiang Hi-tech Park, Pudong New Area, Shanghai, the PRC at 11:00 a.m. (or the time immediately after the conclusion of the AGM) on Wednesday, 29 June 2022 for the purpose of considering and, if thought fit, passing the following resolutions (unless otherwise indicated, capitalised terms used in this notice and the following resolutions shall have the same meanings as those defined in the circular of the Company dated 19 April 2022.):

### **AS SPECIAL RESOLUTIONS:**

1. To consider and approve the amendments to the Articles of Association and other rules:
  - 1.01 To consider and approve the proposal in amendments to the Articles of Association;
  - 1.02 To consider and approve the proposal in amendments to the rules of procedure for the general meeting;
  - 1.03 To consider and approve the proposal in amendments to the rules of procedure for the board of directors;
  - 1.04 To consider and approve the proposal in amendments to the rules of procedure for the supervisory committee;

2. To consider and approve the granting to the Board a general mandate to issue A Shares:

**“THAT:**

(a) the general and unconditional mandate to issue, allot and/or deal with additional A Shares and to make or grant such power which would or might be required to issue, allot and/or deal with A Shares and to make or grant offers and agreements which would or might require the issue, allotment and/or dealing with A Shares and to handle relevant matters in relation to issuing shares to specific parties by simplified procedures be and is hereby granted to the Board:

(i) such mandate shall not extend beyond the Relevant Period save that the Board may during the Relevant Period make or grant offers, agreements or options which might require the exercise of such powers after the end of the Relevant Period;

(ii) on the date which this resolution is proposed, the aggregate number of A Shares to be issued, allotted and/or dealt with or agreed conditionally or unconditionally to be issued, allotted and/or dealt with by the Board shall not exceed 20% of the A Shares in issue as at the date on which this resolution is passed;

(iii) the total proceeds shall not exceed RMB300 million and not exceeding 20% of the net assets as at the end of the most recent year; and

(iv) the Board shall only exercise its power under such mandate in accordance with the relevant requirements under the Hong Kong Listing Rules, the Articles of Association, the applicable laws and regulations of the PRC and the performance of the relevant procedures, as amended from time to time.

(b) for the purpose of this resolution:

**“A Share(s)”** means the ordinary share(s) with a nominal value of RMB0.1 each in the share capital of the Company which are listed on the Sci-Tech Innovation Board of the Shanghai Stock Exchange, and are subscribed for and traded in RMB.

**“Relevant Period”** means the period from the date on which this resolution is passed until the earliest of:

(i) the conclusion of the next annual general meeting subsequent to the passing of this resolution;

(ii) the expiration of the period of 12 months from the date on which this resolution is passed; or

(iii) the date on which the mandate granted to the Board by this resolution is revoked or varied by a special resolution by shareholders of the Company at the general meeting.

- (c) subject to the directors' resolving to issue and allot A Shares pursuant to sub-paragraph (a) of this resolution, the Board be and is hereby authorised to approve, execute and do, or procure to be executed and done, all such documents, deeds and things as it may consider necessary in connection with the issue of such new A Shares including, but not limited to, determining the time and place of issue, making all necessary applications to the relevant authorities and entering into an underwriting agreement (or any other agreement), to determine the use of proceeds and to make all necessary filings and registrations with the relevant PRC, Hong Kong and/or other authorities, and to make such amendments to the Articles of Association as it thinks fit so as to reflect the increase in the registered capital of the Company and the new share capital structure of the Company upon completion of the issue and allotment of the A Shares pursuant to the sub-paragraph (a) of this resolution, and to take any necessary measures and proceed with any necessary procedures (including, but not limited to, performing the relevant regulatory procedures and registration with the relevant administration for industry and commerce) to effect the issue of shares.”

By order of the Board  
**Wang Hai Bo**  
*Chairman*

As at the date of this notice, the Board comprises:

Mr. Wang Hai Bo (*Executive Director*)  
Mr. Su Yong (*Executive Director*)  
Mr. Zhao Da Jun (*Executive Director*)  
Mr. Shen Bo (*Non-executive Director*)  
Ms. Yu Xiao Yang (*Non-executive Director*)  
Mr. Zhou Zhong Hui (*Independent Non-executive Director*)  
Mr. Lam Yiu Kin (*Independent Non-executive Director*)  
Mr. Xu Qing (*Independent Non-executive Director*)  
Mr. Yang Chun Bao (*Independent Non-executive Director*)

Shanghai, the People's Republic of China  
19 April 2022

*Notes:*

1. To determine the eligibility of the holders of H Shares to attend and vote at the AGM and the Class Meeting of the Holders of H Shares, the register of the holders of H Shares of the Company will be closed from Friday, 24 June 2022 to Wednesday, 29 June 2022 (both days inclusive). During this period, no transfer of H Shares will be registered. Any holder of the H Shares, whose name appears on the Company's register of the holders of H Shares at 4:30 p.m. on Thursday, 23 June 2022, is entitled to attend and vote at the AGM and the Class Meeting of Holders of H Shares. In order for the holders of H Shares to be qualified to attend and vote at the AGM, all transfer documents accompanied by the relevant H Share certificates must be lodged with the Company's H Share registrar not later than 4:30 p.m. on Thursday, 23 June 2022.

The address of the Company's H Share registrar, Computershare Hong Kong Investor Services Limited is as follows:

Shops 1712-1716  
17th Floor  
Hopewell Centre  
183 Queen's Road East  
Wanchai, Hong Kong

2. Any holder of H Shares entitled to attend and vote at the meeting convened by the above notice is entitled to appoint a proxy to attend and to vote in his/her stead. A proxy need not be a Shareholder.
3. Where there are joint holders of any H share in the issued share capital of the Company, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such Share as if he/she/it were solely entitled thereto; but if more than one of such joint holders be present at the meeting the vote of the senior 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 H share register of members of the Company in respect of such joint holding.
4. In order to be valid, the proxy form duly completed and signed in accordance with the instructions printed thereon, together with the power of attorney or other authority (if any) under which it is signed, and a notarially certified copy of such power of attorney, must be deposited with the Company's H Share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 24 hours before the time fixed for holding the meeting or any adjourned meeting as the case may be.
5. The resolutions as set out above are required to be determined by way of poll under the Hong Kong Listing Rules.
6. All times and dates specified herein refer to local times and dates of Shanghai, the PRC.

\* *For identification purposes only*