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If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Shanghai Fudan-Zhangjiang Bio-Pharmaceutical Co., Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser or other transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)

SUPPLEMENTAL CIRCULAR THE COOPERATIVE DEVELOPMENT AGREEMENT WITH SHANGHAI HANDU

This supplemental circular should be read in conjunction with the circular dated 19 April 2022.

The AGM, the Class Meeting of Holders of H Shares and the Class Meeting of Holders of A Shares will be held at No. 308 Cailun Road, Zhangjiang Hi-Tech Park, Pudong New Area, Shanghai, the PRC at 10:00 a.m., 11:00 a.m. (or the time immediately after the conclusion of the AGM) and 11:30 a.m. (or the time immediately after the conclusion of the Class Meeting of Holders of H Shares), respectively, on Wednesday, 29 June 2022. Supplemental notices convening the AGM and the Class Meeting of Holders of H Shares are set out on pages AGM-1 to CMHS-4 of this supplemental circular.

Revised proxy forms for the AGM and the Class Meeting of Holders of H Shares are enclosed in this supplemental circular and published on the websites of the Hong Kong Stock Exchange (www.hkex.com.hk) and the Company (www.fd-zj.com). Shareholders who are eligible to attend and intend to appoint a proxy to attend the AGM and the Class Meeting of the Holders of H Shares shall complete and return the accompanying revised proxy forms in accordance with the instructions printed thereon to the H share registrar of the Company, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not later than 24 hours before the time fixed for holding the AGM and the Class Meeting of the Holders of H Shares or any adjournment thereof (as the case may be). Completion and return of the revised proxy forms will not preclude you from attending and voting in person at the AGM and the Class Meeting of the Holders of H Shares or any adjourned meeting in person should you so desire.

* For identification purpose only.

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DEFINITIONS

In this supplemental circular, unless the context otherwise required, the following terms and expressions shall have the following meanings when used herein:

“A Share(s)”	the ordinary share(s) with a nominal value of RMB0.10 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
“AGM”	the annual general meeting of the Company to be held at No. 308 Cailun Road, Zhangjiang Hi-Tech Park, Pudong New Area, Shanghai, China at 10:00 a.m. on Wednesday, 29 June 2022
“Articles of Association”	the Articles of Association of the Company
“Board of Directors” or “Board”	the board of Directors of the Company
“Class Meeting of Holders of A Shares”	the class meeting of the holders of the A Shares to be held at No. 308 Cailun Road, Zhangjiang Hi-Tech Park, Pudong New Area, Shanghai, the PRC, at 11:30 a.m. (or the time immediately after the conclusion of the Class Meeting of Holders of H Shares), on Wednesday, 29 June 2022
“Class Meeting of Holders of H Shares”	the class meeting of the holders of the H Shares to 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
“Class Meetings”	the Class Meeting of Holders of A Shares and the Class Meeting of Holders of H Shares
“Company”	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 PRC with limited liability, the H Shares of which are listed on the Main Board of the Hong Kong Stock Exchange (stock code: 01349) and the A Shares of which are listed on the Sci-Tech Innovation Board of the Shanghai Stock Exchange (stock code: 688505)

DEFINITIONS

“Cooperative Development Agreement” or “Agreement”	the agreement entered between the Company and Shanghai Handu, in which Shanghai Handu has entered into exclusive, sub-licensable cooperation with the Company to conduct research, development, sample production, clinical trials, registration, commercialization, production, commissioned production, use, import and export, distribution, sales, offer for sale, commissioned sales, marketing, promotion and provision of services of the Licensed Product in the Licensed Territory and within the Field
“Directors”	the director(s) of the Company
“H Share(s)”	overseas-listed share(s) in the share capital of the Company, with a nominal value of RMB0.10 each, which are traded in Hong Kong dollars and are listed on Hong Kong Stock Exchange
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Latest Practicable Date”	10 June 2022, being the latest practicable date prior to the printing of this supplemental circular for the purpose of ascertaining certain information contained in this supplemental circular
“PRC”	the People’s Republic of China, for the purpose of this supplemental circular, excluding the regions of Hong Kong, Macau Special Administrative Region of the PRC and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Shanghai Handu”	Shanghai Handu Pharmaceutical Technology Co., Limited, an innovative drug R&D company registered in the PRC and founded by a senior entrepreneurial team in the United States.
“Shanghai Stock Exchange”	the Shanghai Stock Exchange
“Share(s)”	the A Share(s) and the H Share(s)

DEFINITIONS

“Shareholder(s)” the shareholder(s) of the Company

“%” per cent.

* *For identification purpose only*

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Wang Hai Bo (*Chairman*)

Mr. Su Yong

Mr. Zhao Da Jun

Non-executive Directors:

Mr. Shen Bo

Ms. Yu Xiao Yang

Independent Non-executive Directors:

Mr. Zhou Zhong Hui

Mr. Lam Yiu Kin

Mr. Xu Qing

Mr. Yang Chun Bao

*Registered office and principal place of
business in the PRC:*

No. 308, Cailun Road

Zhangjiang Hi-Tech Park

Pudong New Area, Shanghai China

201210

Principal place of business in Hong Kong:

19/F, Three Exchange Square,

8 Connaught Place, Central,

Hong Kong

15 June 2022

To the Shareholders

Dear Sir or Madam,

THE COOPERATIVE DEVELOPMENT AGREEMENT WITH SHANGHAI HANDU

I. INTRODUCTION

Reference is made to the announcement of the Company dated 26 May 2022 in relation to the announcement relating to the inclusion of an additional proposal at the 2021 AGM.

The purpose of this supplemental circular is to provide you with information regarding resolutions to be proposed at the AGM: the Cooperative Development Agreement with Shanghai Handu, to enable you to make informed decisions on whether to vote for or against the proposed resolutions at the AGM.

* For identification purpose only.

LETTER FROM THE BOARD

II. THE COOPERATIVE DEVELOPMENT AGREEMENT WITH SHANGHAI HANDU

In order to enhance the Company's competitiveness in the market and accelerate its development in the biopharmaceutical industry so as to better enhance the Company's brand influence and core competitiveness, in accordance with requirements such as the Articles of Association, after friendly negotiations with Shanghai Handu, the two parties intend to enter into project cooperation and execute a relevant agreement pursuant to which Shanghai Handu shall enter into exclusive, sub-licensable cooperation with the Company to conduct research, development, sample production, clinical trials, registration, commercialization, production, commissioned production, use, import and export, distribution, sales, offer for sale, commissioned sales, marketing, promotion and provision of services of a new drug for the treatment of Parkinson's disease (the "**Licensed Product**") in mainland China (the "**Licensed Territory**") and within the treatment field of Parkinson's disease (the "**Field**"). The Licensed Product is indicated for early stage of Parkinson's disease. In accordance with the relevant provisions of the Rules Governing the Listing of Stocks on the Sci-Tech Innovation Board of the Shanghai Stock Exchange and the Articles of Association of the Company, the transaction is subject to the consideration of the Shareholders' meeting of the Company.

As of the Latest Practicable Date, the Company holds a total of 39.5663% equity interest in Shanghai Handu. Shanghai Handu is not a subsidiary of the Company. Mr. Su Yong, a Director and deputy general manager of the Company, is a director of Shanghai Handu. The transaction constitutes a related party transaction in accordance with the Rules Governing the Listing of Stocks on the Sci-Tech Innovation Board of the Shanghai Stock Exchange, but does not constitute a connected transaction under Chapter 14A of the Hong Kong Listing Rules, or a notifiable transaction under Chapter 14 of the Hong Kong Listing Rules as the transaction contemplated in the Cooperative Development Agreement is of a revenue nature in the ordinary and usual course of business of the Company under Rule 14.04(1)(g) of the Hong Kong Listing Rules.

1. KEY ELEMENTS OF THE COOPERATIVE DEVELOPMENT AGREEMENT

1.1 Parties and Signing Date

Party A: Shanghai Handu

Party B: the Company

Signing Date: 26 May 2022

1.2 Cooperative Development Arrangement

During the term of the Agreement, Shanghai Handu has entered into exclusive, sub-licensable cooperation with the Company to conduct research, development, sample production, clinical trials, registration, commercialization, production, commissioned production, use, import and export, distribution, sales, offer for sale, commissioned sales, marketing, promotion and provision of services of the Licensed Product in the

LETTER FROM THE BOARD

Licensed Territory and within the Field. The Licensed Product is indicated for early stage of Parkinson's disease. The Company will commence the Phase III Clinical Trials on the basis of the completion of the Phase II Clinical Trials by Shanghai Handu and the achievement of the expected results. If the project is completed successfully, the Company will become the marketing authorization holder of the Licensed Product in the Licensed Territory and will be responsible for the production and sales of the Licensed Product, and Shanghai Handu will receive 50% of the net profit from the sale of Licensed Product in each calendar year. In the event of a loss, the Company shall not be required to pay Shanghai Handu the aforesaid amount. Both parties acknowledge that if neither party is willing to proceed with the Agreement due to various factors (including but not limited to force majeure and significant delays in work progress, etc.), they may consider transferring the project to a third party, upon which the proceeds will be split 50/50 between the parties if the Phase III Clinical Trials have been completed, or prior to that point, the parties will separately negotiate the benefit sharing ratio.

1.3 Taking Effect of the Agreement

The Agreement shall take effect on the condition that the cooperation under this Agreement passes the approval of the respective statutory approval process and the various types of related party transactions required by the Listing Rules, failing which this Agreement shall be null and void and Shanghai Handu and the Company shall bear their own losses arising therefrom. If the aforesaid condition is satisfied, this Agreement shall take effect on the day the aforesaid approval is obtained.

1.4 Termination of the Agreement

If the breach of this Agreement by one party causes losses to the other party, the other party shall have the right to claim all losses under this Agreement from the breaching party and shall have the option to terminate this Agreement.

2. NECESSITY AND BENEFITS OF THE AGREEMENT

Parkinson's disease, also known as tremor paralysis, is one of the most common neurodegenerative diseases. People usually get the disease at the age of 50 to 60, caused by lack of dopamine in the brain which prevents brain nerve cells from properly controlling motor functions, resulting in tremor of hands and feet, slow movement, sleep disturbance and other symptoms that affect the quality of life. Epidemiological findings show that with the advent of aging societies across the world, the incidence of Parkinson's disease increases year by year as the average human age increases and also there has been a growing trend for younger patients in recent years. The "Guidelines for the Treatment of Parkinson's Disease in China (Fourth Edition)" issued in December 2020 provided details of treatment programs with single drug and several drugs. It is also noted that levodopa preparation is one of the basic and most important drugs for the treatment of Parkinson's disease.

Shanghai Handu is a pharmaceutical company with a self-developed R&D platform for drug slow-release and drug slow-release technology. Based on the technology research and development of the above-mentioned platforms, the expected retention time of the target

LETTER FROM THE BOARD

drug in specific areas of gastrointestinal tract can be effectively prolonged while stable release can be sustained in the same time slot, thereby prolonging the effective time of drugs whose absorption window is limited to the upper gastrointestinal tract.

The Licensed Product intended to be developed by the Company in cooperation with Shanghai Handu is classified as a Class 2 new drug under the National Medical Products Administration in China and is undergoing the Phase II clinical studies. At present, there are two kinds of levodopa preparations for the treatment of early Parkinson's disease: rapid release dosage form and sustained release dosage form, but all products have not achieved the ideal effect of long-term stable release and absorption of levodopa. Fluctuating blood drug concentration will accelerate the course of disease and produce other adverse reaction symptoms, which makes clinicians concerned about the early use of levodopa as a treatment scheme. The Licensed Product adopts the UGi-Pump[®] technology, a patented technology platform of Shanghai Handu, which can prolong the retention time of levodopa dosage form in the upper gastrointestinal tract, and continuously and stably release the drug during the retention time, so as to obtain a stable blood drug concentration, delay the process of Parkinson's disease to a great extent and reduce the adverse reactions caused by the drug. The existing R&D platform of oral solid preparation and established industrialisation capability of the Company can assist the acceleration of the development process and early registration of the Licensed Product. It is also in line with the Company's R&D strategy of starting from solid preparation drugs and the layout of full-cycle therapeutic drugs.

According to the public statistics of Menet¹, the total sales of drugs for the treatment of Parkinson's disease in China in 2021 was approximately RMB2.85 billion, representing an increase of over 90% compared to 2016, of which approximately 40% of the market share was derived from the target market for the Licensed Product. Such R&D cooperation will increase the Company's reserve for the R&D pipeline, accelerate the launch of marketed products, enhance its market competitiveness and its overall competitiveness in the field of new drugs, and will further strengthen its product layout advantages and improve its industrial chain and resource chain, which is in line with the Company's long-term strategic development plan.

There is a certain degree of uncertainty as to the success of the collaborative research and development of the Licensed Product, the timing of the product launch and the market promotion after the launch. The Company is unable to predict the extent of impact on the current and future results; if the Licensed Product fails to be developed, the impact on the Company will be the accumulative expenditure on research and development costs to be borne by the Company at that time and the impairment risk of capital investment to be assessed.

The transaction was determined by both parties after negotiations and is in compliance with the requirements of relevant laws and regulations. There was no compromise of fairness or the interests of the Company and all Shareholders, especially small and medium-sized Shareholders.

¹ [https:// www.menet.com.cn](https://www.menet.com.cn)

LETTER FROM THE BOARD

3. IMPLICATIONS OF HONG KONG LISTING RULES

The transaction is a related party transaction under the Rules Governing the Listing of Stocks on the Sci-Tech Innovation Board of the Shanghai Stock Exchange, which does not constitute a connected transaction under Chapter 14A of the Hong Kong Listing Rules, or a notifiable transaction under Chapter 14 of the Hong Kong Listing Rules as the transaction contemplated in the Cooperative Development Agreement is of a revenue nature in the ordinary and usual course of business of the Company under Rule 14.04(1)(g) of the Hong Kong Listing Rules.

4. BASIC INFORMATION ON SHANGHAI HANDU

Company name:	Shanghai Handu Pharmaceutical Technology Co., Limited
Type of company:	Limited liability company (joint venture between parties from Taiwan, Hong Kong, Macau and mainland China)
Date of establishment:	29 January 2016
Registered capital:	USD10,478,666
Legal representative:	DONG, LIANG CHANG
Company address:	Room 403, Building 1, 720 Cailun Road, China (Shanghai) Pilot Free Trade Zone
Scope of business:	Research and development of biological products, pharmaceutical products (except for the development and application of human stem cells, gene diagnosis and therapeutic technologies) and medical devices, as well as the related transfer of own technological achievements, technical consultation and technical services (for projects subject to approval in accordance with law, business activities can only be carried out upon approval by relevant departments).
Financial Information:	As at 31 December 2021, the total assets of Shanghai Handu amounted to RMB138,415,684.86 with net assets amounting to RMB136,670,353.58 and net profit amounting to RMB 28,826,837.96 (the abovementioned financial statistics are unaudited).

LETTER FROM THE BOARD

Related relationship: the Company has a 39.5663% shareholding interest in Shanghai Handu and Mr. Su Yong, an executive Director and deputy general manager of the Company, is a director of Shanghai Handu.

5. APPROVAL PROCEDURES FOR THE RELATED PARTY TRANSACTION

On 26 May 2022, the fifteenth (extraordinary) meeting of the seventh session of the Board of Directors of the Company considered and passed the “Proposal on the Intended Entering into of the Cooperative Development Agreement with Shanghai Handu and the Related Party Transaction” and agreed the signing of the Cooperative Development Agreement between the Company and Shanghai Handu. The related director, namely Mr. Su Yong, has abstained from voting. The matter is subject to the consideration at the general meeting of the Company.

Independent Non-executive Directors are of the view that the related party transaction was determined by both parties after negotiations and was in compliance with the relevant laws and regulations. There was no compromise to the interests of the Company and Shareholders, especially small and medium-sized Shareholders, no transfer of benefits to the related party, no adverse impact on the independence of the Company and no reliance of the Company on the related party. Haitong Securities Co., Ltd., the sponsor, has no objection to the related party transaction.

III. AGM AND THE CLASS MEETINGS

The AGM, the Class Meeting of Holders of H Shares and the Class Meeting of Holders of A Shares will be held at No. 308 Cailun Road, Zhangjiang Hi-Tech Park, Pudong New Area, Shanghai, the PRC at 10:00 a.m., 11:00 a.m. (or the time immediately after the conclusion of the AGM) and 11:30 a.m. (or the time immediately after the conclusion of the Class Meeting of Holders of H Shares), respectively, on Wednesday, 29 June 2022. Supplemental notices convening the AGM and the Class Meeting of Holders of H Shares are set out on pages AGM-1 to CMHS-4 of this supplemental circular.

Revised proxy forms for the AGM and the Class Meeting of Holders of H Shares are enclosed in this supplemental circular and published on the websites of the Hong Kong Stock Exchange (www.hkex.com.hk) and the Company (www.fd-zj.com). Shareholders who are eligible to attend and intend to appoint a proxy to attend the AGM and the Class Meeting of the Holders of H Shares shall complete and return the accompanying proxy forms in accordance with the instructions printed thereon to the H share registrar of the Company, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible but in any event not later than 24 hours before the time fixed for holding the AGM and the Class Meeting of the Holders of H Shares or any adjournment thereof (as the case may be). Completion and return of the proxy forms will not preclude you from attending and voting in person at the AGM and the Class Meeting of the Holders of H Shares or any adjourned meeting in person should you so desire.

LETTER FROM THE BOARD

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 at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Thursday, 23 June 2022.

As for the resolution of the Cooperative Development Agreement with Shanghai Handu, Shareholders having a related relationship with Shanghai Handu shall abstain from voting.

For the notices of AGM and the Class Meeting of Holders of A Shares applicable to holders of A Shares and the relevant forms of proxy, please refer to the announcement of the Company dated 15 June 2022 on the Shanghai Stock Exchange.

IV. VOTING BY WAY OF POLL

In accordance with the relevant provisions of the Hong Kong Listing Rules, any vote of shareholders at a general meeting must be taken by poll. As such, the resolution set out in the revised notices of AGM and Class Meetings will be voted by poll.

V. RECOMMENDATION

The Directors consider that all the resolutions set out in the supplemental notices of the AGM, the Class Meeting of Holders of H Shares are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the proposed resolutions.

VI. RESPONSIBILITY STATEMENT

This supplemental circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Hong Kong Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this supplemental circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this supplemental circular misleading.

Yours faithfully,
For and on behalf of the Board
Wang Hai Bo
Chairman

SUPPLEMENTAL NOTICE OF AGM



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)

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Reference is made to the circular (the “**Original Circular**”) dated 19 April 2022 and the notice (the “**Original Notice**”) of the 2021 annual general meeting (the “**AGM**”) dated 19 April 2022 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**”) which sets out the time and place of the AGM as well as the resolutions to be proposed at the AGM for Shareholders’ consideration and approval. Unless otherwise defined, capitalised terms used in this supplemental notice shall have the same meanings as those defined in the AGM supplemental circular dated 15 June 2022 (the “**Supplemental Circular**”).

SUPPLEMENTAL NOTICE IS HEREBY GIVEN THAT the AGM of the Company will be held at No. 308 Cailun Road, Zhangjiang Hi-tech Park, Pudong New Area, Shanghai, the PRC at 10:00 a.m. on Wednesday, 29 June 2022, at which, in addition to the resolutions contained in the Original Notice, the following ordinary resolution submitted will also be considered and if thought fit, approved. The number of proposals 10.01, 10.02, 10.03 and 10.04 in the Original Notice will be renumbered as the proposals 11, 12, 13 and 14.

AS ORDINARY RESOLUTIONS:

10. To consider and approve the cooperative development agreement with Shanghai Handu Pharmaceutical Technology Co., Limited.

By order of the Board
Wang Hai Bo
Chairman

As at the date of this supplemental 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
15 June 2022

SUPPLEMENTAL NOTICE OF AGM

Notes:

1. For more information on the additional ordinary resolution (i.e. resolution No. 10), please refer to the Company's Supplemental Circular.
2. Important: As the proxy form sent together with the Original Notice (the "**Original Proxy Form**") did not contain the additional resolution set out in the supplemental notice of the AGM, a revised proxy form (the "**Revised Proxy Form**") has been prepared for this purpose. The Revised Proxy Form will replace the Original Proxy Form. Shareholders who have submitted such proxy form in accordance with the instructions on the Original Proxy Form should note that the Original Proxy Form will not be valid for the AGM.

Shareholders wishing to appoint a proxy to attend the meeting on their behalf in accordance with the instructions set out below are required to submit the Revised Proxy Form.

3. As stated in the Original Circular and the Original Notice of the Company dated 19 April 2022, 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

For the notice of AGM applicable to holders of A Shares and the relevant form of proxy, please refer to the announcement of the Company to be published on the Shanghai Stock Exchange in due course.

4. Any Shareholder 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.
5. Where there are joint holders of any H shares 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 register of members of the H shares of the Company in respect of such joint holding.
6. For holders of H Shares, in order to be valid, the Revised 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.
7. The resolutions as set out above are required to be determined by way of poll under the Hong Kong Listing Rules.
8. All times and dates specified herein refer to local times and dates of Shanghai, the PRC.

* *For identification purposes only*



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)

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

Reference is made to the circular (the “**Original Circular**”) dated 19 April 2022 and the notice (the “**Original Notice**”) of the class meeting of Holders of H Shares (the “**Class Meeting**”) dated 19 April 2022 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**”) which sets out the time and place of the Class Meeting as well as the resolutions to be proposed at the Class Meeting for Shareholders’ consideration and approval. Unless otherwise defined, capitalised terms used in this supplemental notice shall have the same meanings as those defined in the Original Circular.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN THAT the Class Meeting 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. As the resolutions of the AGM were renumbered due to the new resolution, resolutions 1.01, 1.02, 1.03, 1.04 and 2 in the Original Notice will be renumbered as resolutions 1, 2, 3, 4 and 5 in order to be consistent with the resolutions of the AGM.

By order of the Board
Wang Hai Bo
Chairman

As at the date of this supplemental 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

15 June 2022

SUPPLEMENTAL NOTICE OF CLASS MEETING OF HOLDERS OF H SHARES

Notes:

1. Important: As the proposals for Class Meeting have been renumbered, the proxy form for Class Meeting of Holders of H Shares sent together with the Original Notice (the “**Original Proxy Form for Class Meeting of Holders of H Shares**”) could not accurately reflect the renumbered proposals, a revised proxy form for Class Meeting of Holders of H Shares (the “**Revised Proxy Form for Class Meeting of Holders of H Shares**”) has been prepared for this purpose. The Revised Proxy Form for Class Meeting of Holders of H Shares will replace the Original Proxy Form for Class Meeting of Holders of H Shares. Shareholders who have submitted such proxy form in accordance with the instructions on the Original Proxy Form for Class Meeting of Holders of H Shares should note that the Original Proxy Form for Class Meeting of Holders of H Shares will not be valid for the AGM.

Shareholders wishing to appoint a proxy to attend the meeting on their behalf in accordance with the instructions set out below are required to submit the Revised Proxy Form for Class Meeting of Holders of H Shares.

2. As stated in the Original Circular and the Original Notice of the Company dated 19 April 2022, 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

3. 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.
4. 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.
5. In order to be valid, the revised Proxy Form for Class Meeting of Holders of H Shares 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.
6. The resolutions as set out above are required to be determined by way of poll under the Hong Kong Listing Rules.
7. All times and dates specified herein refer to local times and dates of Shanghai, the PRC.

* *For identification purposes only*