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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)**

### **DISCLOSEABLE TRANSACTIONS SUBSCRIPTION OF STRUCTURED DEPOSIT PRODUCTS UNDER THE SPD BANK**

#### **SUBSCRIPTION OF STRUCTURED DEPOSIT PRODUCTS**

On 1 April 2024, the Company entered into the SPD Bank Structured Deposit Product Agreement I with SPD Bank and agreed to subscribe for a structured deposit product with an amount of RMB100 million by using its self-owned idle funds generated from daily operation.

On 22 April 2024, the Company entered into the SPD Bank Structured Deposit Product Agreement II with SPD Bank and agreed to subscribe for a structured deposit product with an amount of RMB100 million by using its self-owned idle funds generated from daily operation.

#### **IMPLICATIONS UNDER THE LISTING RULES**

With respect to the subscription amount of the product under the SPD Bank Structured Deposit Product Agreement I, the applicable percentage ratio (as defined under Rule 14.07 of the Listing Rules) is below 5%. As such, the transaction does not constitute discloseable transaction of the Company.

The transactions under the SPD Bank Structured Deposit Products Agreements shall be aggregated in accordance with Rule 14.22 of the Listing Rules. When entering into the SPD Bank Structured Deposit Product Agreement II with respect to the aggregate of the total subscription amount of the products under the SPD Bank Structured Deposit Products Agreements, one or more of the applicable percentage ratios (as defined under Rule 14.07 of the Listing Rules) exceeds 5% but all of the ratios are below 25%. As such, the transactions constitute discloseable transactions of the Company and are subject to the reporting and announcement requirements but are exempt from the shareholders' approval requirement under Chapter 14 of the Listing Rules.

## SUMMARY

On 1 April 2024, the Company entered into the SPD Bank Structured Deposit Product Agreement I with SPD Bank and agreed to subscribe for a structured deposit product with an amount of RMB100 million by using its self-owned idle funds generated from daily operation.

On 22 April 2024, the Company entered into the SPD Bank Structured Deposit Product Agreement II with SPD Bank and agreed to subscribe for a structured deposit product with an amount of RMB100 million by using its self-owned idle funds generated from daily operation.

## THE SPD BANK STRUCTURED DEPOSIT PRODUCTS AGREEMENTS

The major terms of the two structured deposit products agreements entered into by the Company with SPD Bank are generally the same, which are set out below:

**Products effective date:** The SPD Bank Structured Deposit Product Agreement I was entered into on 1 April 2024.

The SPD Bank Structured Deposit Product Agreement II was entered into on 22 April 2024.

**Parties:** (1) The Company; and  
(2) SPD Bank

**Product name:** Corporate Structured Deposit Products of SPD Bank

**Type of investment return of the product:** Principal-guaranteed with floating return

**Risk level assessment by SPD Bank:** low-risk

**Term of the product:** 86 days for the SPD Bank Structured Deposit Product Agreement I, and 30 days for each of the SPD Bank Structured Deposit Product Agreement II.

| <b>Principal amount of the subscription and expected annualized return rate:</b> | <b>Agreement</b>                                | <b>Principal</b> | <b>Range of expected annualized return rate</b> |
|--|---|------------------|---|
|  | SPD Bank Structured Deposit Product Agreement I |                  | RMB100 million                                  |
| SPD Bank Structured Deposit Product Agreement II                                 |   | RMB100 million   | 1.20%-2.65%                                     |

The products under the SPD Bank Structured Deposit Product Agreement I and SPD Bank Structured Deposit Product Agreement II are subscribed by the Company using its self-owned idle funds generated from daily operation.

**Linked indicators:** EUR/USD

**Formula for calculating the return:** The subscription amount  $\times$  actual annualized return rate  $\times$  actual investment days/360

Under the SPD Bank Structured Deposit Product Agreement I, the actual annualized return rate is calculated as follows:

| <b>Range of<br/>the observation price (E)</b>                   | <b>The actual<br/>annualized<br/>return rate</b> |
|---|--|
| $E \geq$ the starting price*105.65%                             | 2.75%  |
| The starting price*105.65% $> E \geq$ the starting price*92.00% | 2.55%  |
| $E <$ the starting price*92.00%                                 | 1.20%  |

In which: The starting price is the fixing price of EUR /USD as shown on BFIX Bloomberg at 2:00 p.m. (Beijing time) on 2 April 2024; The observation price (E) is the fixing price of EUR /USD as shown on BFIX Bloomberg at 2:00 p.m. (Beijing time) on 24 June 2024.

Under the SPD Bank Structured Deposit Product Agreement II, the actual annualized return rate is calculated as follows:

| <b>Range of<br/>the observation price (E)</b>                   | <b>The actual<br/>annualized<br/>return rate</b> |
|---|--|
| $E \geq$ the starting price*102.95%                             | 2.65%  |
| The starting price*102.95% $> E \geq$ the starting price*96.30% | 2.45%  |
| $E <$ the starting price*96.30%                                 | 1.20%  |

In which: The starting price is the fixing price of EUR /USD as shown on BFIX Bloomberg at 2:00 p.m. (Beijing time) on 23 April 2024; The observation price (E) is the fixing price of EUR /USD as shown on BFIX Bloomberg at 2:00 p.m. (Beijing time) on 17 May 2024.

**Termination and redemption:**

The agreements shall be performed within the agreed period and the Company has no right of early termination or redemption. SPD Bank has the right of early termination due to force majeure or in the interest of the investing public.

## **REASONS FOR AND BENEFITS OF THE SUBSCRIPTION OF STRUCTURED DEPOSIT PRODUCTS**

The Company's subscription of the structured deposit products by reasonable and effective use of certain portion of its temporary idle funds from self-owned funds generated from daily operation is beneficial for enhancing the overall capital gain of the Group, which is consistent with the core objectives of the Company to safeguard its capital and ensure liquidity. It is expected that the impact of risk factors in connection with the expected return of the above-mentioned structured deposit products is low, while the Group can enjoy a higher return compared with fixed term deposits in commercial banks in the PRC.

The Directors (including the independent non-executive Directors) are of the view that the above-mentioned SPD Bank Structured Deposit Products Agreements are made on normal commercial terms, are fair and reasonable and in the interest of the Company and its shareholders as a whole.

## **IMPLICATIONS UNDER THE LISTING RULES**

With respect to the subscription amount of the product under the SPD Bank Structured Deposit Product Agreement I, the applicable percentage ratio (as defined under Rule 14.07 of the Listing Rules) is below 5%. As such, the transaction does not constitute discloseable transaction of the Company.

The transactions under the SPD Bank Structured Deposit Products Agreements shall be aggregated in accordance with Rule 14.22 of the Listing Rules. When entering into the SPD Bank Structured Deposit Product Agreement II with respect to the aggregate of the total subscription amount of the products under the SPD Bank Structured Deposit Products Agreements, one or more of the applicable percentage ratios (as defined under Rule 14.07 of the Listing Rules) exceeds 5% but all of the ratios are below 25%. As such, the transactions constitute discloseable transactions of the Company and are subject to the reporting and announcement requirements but are exempt from the shareholders' approval requirement under Chapter 14 of the Listing Rules.

## **GENERAL INFORMATION**

The Company is a bio-pharmaceutical company that is principally engaged in the innovative research and development, production and manufacture and sales of bio drugs.

SPD Bank is a licensed bank established under the laws of the PRC and principally engages in the provision of corporate and personal banking and other financial services. Its shares are listed on the Shanghai Stock Exchange (stock code: 600000).

The Directors, after making all reasonable inquiries, to the best of their knowledge and belief, each of SPD Bank and its ultimate beneficial owner is a third party independent of the Company and its connected persons.

## DEFINITIONS

In this announcement, unless the context otherwise requires, the following terms shall have the following meanings:

|  |   |
|--|---|
| “Board”  | the board of directors of the Company   |
| “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 A shares listed on STAR Market of Shanghai Stock Exchange and H shares listed on the Main Board of the Stock Exchange |
| “Director(s)”                                      | the director(s) of the Company  |
| “Group”  | the Company and/or its subsidiaries   |
| “Hong Kong”  | the Hong Kong Special Administrative Region of the People’s Republic of China   |
| “Listing Rules”                                    | the Rules Governing the Listing of Securities on the Stock Exchange   |
| “SPD Bank”   | Shanghai Pudong Development Bank Co., Ltd.(上海浦东发展银行股份有限公司)  |
| “SPD Bank Structured Deposit Product Agreement I”  | the structured deposit product agreement entered into by the Company and SPD Bank, pursuant to which, the Company agreed to subscribe for structured deposit product with an amount of RMB100 million   |
| “SPD Bank Structured Deposit Product Agreement II” | the structured deposit product agreement entered into by the Company and SPD Bank, pursuant to which, the Company agreed to subscribe for structured deposit product with an amount of RMB100 million   |
| “SPD Bank Structured Deposit Products Agreements”  | collectively, the SPD Bank Structured Deposit Product Agreement I and the SPD Bank Structured Deposit Product Agreement II  |
| “PRC”  | the People’s Republic of the PRC, for the purpose of this announcement, excluding Hong Kong, Macau Special Administrative Region and Taiwan region  |
| “RMB”  | Renminbi, the lawful currency of the PRC  |

“Stock Exchange”

The Stock Exchange of Hong Kong Limited

By Order of the Board  
**Zhao Da Jun**  
*Chairman*

As at the date on the publication of this announcement, the Board comprises:

Mr. Zhao Da Jun (Executive Director)

Ms. Xue Yan (Executive Director)

Mr. Shen Bo (Non-executive Director)

Ms. Yu Xiao Yang (Non-executive Director)

Mr. Wang Hong Guang (Independent Non-executive Director)

Mr. Lam Siu Wing (Independent Non-executive Director)

Mr. Xu Pei Long (Independent Non-executive Director)

Shanghai, the PRC

22 April 2024

*\* For identification purpose only*