

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



## 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 CHINA MERCHANTS BANK**

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

The Company recently entered into the China Merchants Bank Structured Deposit Product Agreement I and the China Merchants Bank Structured Deposit Product Agreement II with China Merchants Bank and agreed to subscribe for structured deposit products with a total amount of RMB200 million by using its self-owned idle funds generated from daily operation.

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

The transactions under the China Merchants Bank Structured Deposit Products Agreements shall be aggregated in accordance with Rule 14.22 of the Listing Rules. When entering into the China Merchants Bank Structured Deposit Product Agreements with respect to the aggregate of the total subscription amount of the products under the China Merchants 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**

The Company recently entered into the China Merchants Bank Structured Deposit Product Agreement I and the China Merchants Bank Structured Deposit Product Agreement II with China Merchants Bank and agreed to subscribe for structured deposit products with a total amount of RMB200 million by using its self-owned idle funds generated from daily operation.

## THE CHINA MERCHANTS BANK STRUCTURED DEPOSIT PRODUCTS AGREEMENTS

The major terms of the two structured deposit products agreements entered into by the Company with China Merchants Bank (the relevant structured deposit products being subscribed by the Company using its self-owned idle funds generated from daily operation) are generally the same, which are set out below:

**Products effective date:** 6 July 2023

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

**Products name:** Structured Deposit Products of China Merchants Bank

**Type of investment return of the product:** Principal and minimum return guaranteed

**Risk level assessment by China Merchants Bank** Low Risk

<b>Term of the product:</b>	<b>Agreement</b>	<b>Term</b>
	The China Merchants Bank Structured Deposit Product Agreement I	25 days
	The China Merchants Bank Structured Deposit Product Agreement II	84 days

<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>
	The China Merchants Bank Structured Deposit Product Agreement I	RMB100 million	1.85%-2.55%
	The China Merchants Bank Structured Deposit Product Agreement II	RMB100 million	1.85%-2.95%

**Linked indicators:** XAU/USD

**Formula for calculating the return:**

The subscription amount  $\times$  actual annualized return rate  $\times$  actual investment days/365

The actual annualized return rate of The China Merchants Bank Structured Deposit Product Agreement I is calculated as follows:

<b>Range of the ending price (E)</b>	<b>The actual annualized return rate</b>
$E > \text{the starting price} + 158$	1.85%
$E \leq \text{the starting price} + 158$	2.55%

In which: The starting price is the central parity spot of XAU/USD as shown on BFIX Bloomberg at 2:00 p.m. (Beijing time) on 6 July 2023; The ending price (E) is the closing price in US dollars as shown on Bloomberg “GOLDLNPM Index” published by the London Bullion Market Association on 27 July 2023.

The actual annualized return rate of The China Merchants Bank Structured Deposit Product Agreement II is calculated as follows:

<b>Range of the ending price (E)</b>	<b>The actual annualized return rate</b>
$E \geq \text{the starting price} + 297$	1.85%
$\text{The starting price} + 297 > E > \text{the starting price} - 171$	2.75%
$E \leq \text{the starting price} - 171$	2.95%

In which: The starting price is the central parity spot of XAU/USD as shown on BFIX Bloomberg at 2:00 p.m. (Beijing time) on 6 July 2023; The ending price (E) is the closing price in US dollars as shown on Bloomberg “GOLDLNPM Index” published by the London Bullion Market Association on 26 September 2023.

**Termination and redemption:**

The agreements shall be performed within the agreed period and the Company has no right of early termination or redemption. China Merchants 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 self-owned idle 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 China Merchants 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**

The transactions under the China Merchants Bank Structured Deposit Products Agreements shall be aggregated in accordance with Rule 14.22 of the Listing Rules. When entering into the China Merchants Bank Structured Deposit Product Agreements with respect to the aggregate of the total subscription amount of the products under the China Merchants 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.

China Merchants Bank is a commercial bank in the PRC, headquartered in Shenzhen. Its shares are listed on the Stock Exchange (stock code: 3968) and on the Shanghai Stock Exchange (stock code:600036). China Merchants Bank is principally engaged in providing customers with various wholesale and retail banking products and services, and conducting capital businesses for itself and on behalf of customers.

The Directors, after making all reasonable inquiries, to the best of their knowledge and belief, each of China Merchants 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
“China Merchants Bank”	China Merchants Bank Co., Ltd. (招商銀行股份有限公司)
“China Merchants Bank Structured Deposit Product Agreement I”	the structured deposit product agreement entered into by the Company and China Merchants Bank, pursuant to which, the Company agreed to subscribe for structured deposit product with an amount of RMB100 million
“China Merchants Bank Structured Deposit Product Agreement II”	the structured deposit product agreement entered into by the Company and China Merchants Bank, pursuant to which, the Company agreed to subscribe for structured deposit product with an amount of RMB100 million
“China Merchants Bank Structured Deposit Products Agreements”	collectively, the China Merchants Bank Structured Deposit Product Agreement I and the China Merchants 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

6 July 2023

*\* For identification purpose only*