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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 TRANSACTION  
SUBSCRIPTION OF STRUCTURED DEPOSIT PRODUCT  
UNDER THE SPD BANK**

**SUBSCRIPTION OF STRUCTURED DEPOSIT PRODUCT**

On 3 June 2024, the Company entered into the SPD Bank Structured Deposit Product Agreement III 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**

We refer to the Announcement in relation to the subscription of structured deposit products of SPD bank by the Company. As disclosed in the Announcement, on 1 April 2024 and on 22 April 2024, the Company entered into the SPD Bank Structured Deposit Product Agreement I and the SPD Bank Structured Deposit Product Agreement II with SPD Bank and agreed to subscribe for a structured deposit product with an total amount of RMB200 million by using its self-owned idle funds generated from daily operation. The SPD Bank Structured Deposit Product Agreement II was due for redemption on 22 May 2024.

The transactions under the SPD Bank Structured Deposit Products Agreements shall be aggregated in accordance with Rule 14.22 of the Listing Rules. As the structured deposit under the SPD Bank Structured Deposit Product Agreement I remains outstanding, when entering into the SPD Bank Structured Deposit Product Agreement III 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 disclosable 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 3 June 2024, the Company entered into the SPD Bank Structured Deposit Product Agreement III 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 AGREEMENT

The major terms of the structured deposit product agreement III entered into by the Company with SPD Bank are set out below:

**Product effective date:** 3 June 2024.

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

**Product name:** Corporate Structured Deposit Product 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:** 25 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>
	SPD Bank Structured Deposit Product Agreement III	RMB100 million	1.20%-2.90%

The product under the SPD Bank Structured Deposit Product Agreement III is 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 III, the actual annualized return rate is calculated as follows:

<b>Range of the observation price (E)</b>	<b>The actual annualized return rate</b>
$E \geq$ the starting price*103.55%	2.90%
The starting price*103.55% $> E \geq$ the starting price*96.00%	2.70%
$E <$ the starting price*96.00%	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 4 June 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 25 June 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**

We refer to the Announcement in relation to the subscription of structured deposit products of SPD bank by the Company. As disclosed in the Announcement, on 1 April 2024 and on 22 April 2024, the Company entered into the SPD Bank Structured Deposit Product Agreement I and the SPD Bank Structured Deposit Product Agreement II with SPD Bank and agreed to subscribe for a structured deposit product with an total amount of RMB200 million by using its self-owned idle funds generated from daily operation. The SPD Bank Structured Deposit Product Agreement II was due for redemption on 22 May 2024.

The transactions under the SPD Bank Structured Deposit Products Agreements shall be aggregated in accordance with Rule 14.22 of the Listing Rules. As the structured deposit under the SPD Bank Structured Deposit Product Agreement I remains outstanding, when entering into the SPD Bank Structured Deposit Product Agreement III 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 disclosable 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 on 1 April 2024, pursuant to which, the Company agreed to subscribe for structured deposit product with an amount of RMB100 million. The SPD Bank Structured Deposit Product Agreement I will be terminated on 27 June 2024
“SPD Bank Structured Deposit Product Agreement II”	the structured deposit product agreement entered into by the Company and SPD Bank on 22 April 2024, pursuant to which, the Company agreed to subscribe for structured deposit product with an amount of RMB100 million. The SPD Bank Structured Deposit Product Agreement II was due for redemption on 22 May 2024

“SPD Bank Structured Deposit Products Agreement III”	the structured deposit product agreement entered into by the Company and SPD Bank on 3 June 2024, 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 III
“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

3 June 2024

*\* For identification purpose only*