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**Shanghai Henlius Biotech, Inc.**

**上海復宏漢霖生物技術股份有限公司**

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

**(Stock Code: 2696)**

**ANNOUNCEMENT**

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**CHANGE OF CHIEF EXECUTIVE OFFICER**

The board of directors (the “**Board**”) of Shanghai Henlius Biotech, Inc. (the “**Company**”) announces that Mr. Wenjie Zhang (“**Mr. Zhang**”) has tendered his resignation as the chief executive officer of the Company (the “**Chief Executive Officer**”) with effect from 17 July 2023 due to the adjustment in the focus of work. Mr. Zhang will continue to serve as an executive director and the Chairman of the Company, the chairman of the strategy committee (the “**Strategy Committee**”), the chairman of the nomination committee and a member of the environmental, social and governance committee (the “**Environmental, Social and Governance Committee**”) under the Board. The Board would like to express its sincere gratitude to Mr. Zhang for his outstanding contributions to the Company during his tenure as the Chief Executive Officer.

The Board is pleased to announce that Mr. Jun Zhu (“**Mr. Zhu**”) has been appointed as the Chief Executive Officer with effect from 17 July 2023. Mr. Zhu, as the Chief Executive Officer, the president and the chief financial officer of the Company, will take a lead role in the Company’s day-to-day management and exercise his functions and powers in accordance with the Articles of Association of Shanghai Henlius Biotech, Inc. (the “**Articles of Association**”).

## **NOMINATION OF EXECUTIVE DIRECTOR**

The Board is pleased to announce that Mr. Zhu has been nominated as an executive director of the third session of the Board, subject to the approval of the shareholders of the Company (the “**Shareholders**”) at a general meeting.

The term of Mr. Zhu’s appointment as an executive director shall commence upon the approval by the Shareholders at the general meeting and shall end on the expiry of the term of the third session of the Board (or the term of office shall expire at the conclusion of the forthcoming general meeting at which a new session of the Board will be elected). The Company will enter into a service agreement with Mr. Zhu upon the approval of his appointment by the Shareholders at the general meeting. Mr. Zhu will not receive any extra remuneration from the Company for acting as an executive director of the Company. The circular of the general meeting containing, among others, the details of such appointment will be dispatched to the Shareholders in due course. For biographical details of Mr. Zhu, please refer to the Appendix.

## **NOMINATION OF NON-EXECUTIVE DIRECTOR**

The Board is also pleased to announce that Dr. XINGLI WANG (“**Dr. WANG**”) has been nominated as a non-executive director of the third session of the Board, subject to the effectiveness of the proposed amendment of the Articles of Association and the Rules of Procedures for the Board of Directors of Shanghai Henlius Biotech, Inc. as detailed below and the approval of the Shareholders at a general meeting.

The term of Dr. WANG’s appointment as a non-executive director shall commence upon the approval by the Shareholders at the general meeting and shall end on the expiry of the term of the third session of the Board (or the term of office shall expire at the conclusion of the forthcoming general meeting at which a new session of the Board will be elected). The Company will enter into a service agreement with Dr. WANG upon the approval of his appointment by the Shareholders at the general meeting. Dr. Wang will not receive any remuneration from the Company for acting as a non-executive director of the Company. The circular of the general meeting containing, among others, the details of such appointment will be dispatched to the Shareholders in due course. For biographical details of Dr. WANG, please refer to the Appendix.

## **RESIGNATION OF NON-EXECUTIVE DIRECTOR**

The Board announces that Mr. Zihou Yan (“**Mr. Yan**”) has tendered his resignation from a non-executive director of the Company, a member of the Strategy Committee and a member of the Environmental, Social and Governance Committee with effect from 17 July 2023 due to his retirement. Mr. Yan has confirmed that he has no disagreement with the Board and there are no matters relating to his resignation that need to be brought to the attention of the Shareholders. The Board would like to express its sincere gratitude to Mr. Yan for his valuable contributions to the Company during his term of office.

## PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION

The Board announces that at the Board meeting convened on 17 July 2023, the Board has, based on the actual situation of the Company, resolved to make the following amendments (the “**Proposed Amendment**”) to the Articles of Association, which will be put forward to the general meeting for approval:

<b>Before the Proposed Amendment</b>	<b>After the Proposed Amendment</b>
Article 113 The Company shall have a board of directors, consisting of 10 directors, and shall have one chairman. The independent non-executive directors shall account for at least one third of the number of directors, and at least one of them shall be a Certified Professional Accountant.	Article 113 The Company shall have a board of directors, consisting of <u>11</u> directors, and shall have one chairman. The independent non-executive directors shall account for at least one third of the number of directors, and at least one of them shall be a Certified Professional Accountant.

Except for the Proposed Amendment, other articles of the Articles of Association shall remain unchanged.

The Proposed Amendment is subject to the approval of the Shareholders at a general meeting by way of special resolution. A circular containing, among others, details of the Proposed Amendment together with notice of the general meeting will be despatched by the Company to the Shareholders in due course. In addition, the Board has also resolved on the even date to make consequential amendments to the Rules of Procedures for the Board of Directors of Shanghai Henlius Biotech, Inc., which will be put forward to the general meeting for approval by way of special resolution. Details of such amendments will also be included in the above-mentioned circular.

On behalf of the Board  
**Shanghai Henlius Biotech, Inc.**  
**Wenjie Zhang**  
*Chairman*

Hong Kong, 17 July 2023

*As at the date of this announcement, the Board of Directors of the Company comprises Mr. Wenjie Zhang as the chairman and executive director, Mr. Qiyu Chen, Mr. Yifang Wu, Ms. Xiaohui Guan and Mr. Deyong Wen as the non-executive directors, and Mr. Tak Young So, Dr. Lik Yuen Chan, Dr. Guoping Zhao and Dr. Ruilin Song as the independent non-executive Directors.*

## Appendix

The biographical details of Mr. Zhu are set out as below:

Mr. Jun Zhu, aged 45, has joined the Group since December 2020, and currently serves as the Chief Executive Officer, president and chief financial officer of the Company and holds directorship and other positions in certain subsidiaries of the Company. Before joining the Group, Mr. Zhu served as the internal medicine physician in Huashan Hospital affiliated to Fudan University in Shanghai, the project manager and global vice-president of IQVIA Holdings Inc., the general manager in Greater China of Omnicare Clinical Research Inc., the founder and chief executive officer of Shanghai PPC Biopharmaceutical Technology Co., Ltd.\* (上海百利佳生醫藥科技有限公司). Mr. Zhu obtained a bachelor's degree in clinical medicine from Fudan University (復旦大學) in China in July 2001 and an EMBA degree from Cheung Kong Graduate School of Business (長江商學院) in China in September 2018.

Save as disclosed in this announcement, Mr. Zhu did not hold any directorship or supervisor positions in any other listed companies nor take up any posts in any group members of the Company in the past three years, nor have any relationship with any other director, supervisor, senior management, substantial shareholder or controlling shareholder of the Company. Mr. Zhu indirectly holds 50,000 shares of the Company through Dr. JZ Limited, which is under his control. At the same time, Mr. Zhu indirectly holds 76,550 shares of the Company through holding 1.36% interests of the Company's employee incentive platform, Shanghai Guoyun Biotech Partnership Enterprise (Limited Partnership)\* (上海果運生物技術合夥企業(有限合夥)). Save as disclosed above, as at the date of this announcement, Mr. Zhu does not have any other interest in the shares or underlying shares of the Company and its associated corporations within the meaning of Part XV of SFO.

The biographical details of Dr. WANG are set out as below:

Dr. XINGLI WANG, aged 60, currently serves as the executive president of Shanghai Fosun Pharmaceutical (Group) Co., Ltd.\* ("**Fosun Pharma**", together with its subsidiaries, "**Fosun Pharma Group**"). Dr. WANG has been the head of the global R&D center of Fosun Pharma and co-chief executive officer of Innovative Medicine Business Division since January 2023. Prior to joining Fosun Pharma Group, Dr. Wang served as a senior lecturer in cardiovascular medicine at The University of New South Wales, Australia, and as a cardiologist and adjunct professor at Baylor College of Medicine, USA, medical director of Schering-Plough Corporation, a company formerly listed on the NYSE (stock code: SGP) (merged into Merck & Co., Inc. in 2009). He also worked in Novartis AG (stock code: NVS), a company listed on the NYSE from October 2010 to May 2022, mainly serving as project director, global project clinical director, director of Novartis global drug R&D (China) and general manager of Biomedical Research Institute (China). Dr. WANG obtained a bachelor's degree in medicine from Shandong Medical College (merged into Shandong University in 2000) and a doctorate degree in cardiovascular science from the UNSW. Dr. WANG also holds a license to practice medicine in Australia.

Save as disclosed in this announcement, Dr. WANG did not hold any directorship or supervisor positions in any other listed companies nor take up any posts in any group members of the Company in the past three years, nor have any relationship with any other director, supervisor, senior management, substantial shareholder or controlling shareholder of the Company. In addition, as at the date of this announcement, Dr. WANG does not have any interest in the shares or underlying shares of the Company and its associated corporations within the meaning of Part XV of SFO.