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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)

**UTILISATION OF REMAINING BALANCE OF THE OVER
SUBSCRIPTION PROCEEDS FROM A SHARE OFFERING FOR
PERMANENT SUPPLEMENT OF WORKING CAPITAL**

This announcement is made by Shanghai Fudan-Zhangjiang Bio-Pharmaceutical Co., Ltd.* (the “**Company**”) on a voluntary basis.

On 28 March 2024, the board of directors (the “**Directors**”) of the Company (the “**Board**”) resolved to propose to the 2023 annual general meeting of the Company (the “**AGM**”) to consider and approve the utilization of remaining balance of the over subscription proceeds from its A share offering (the “**Over Subscription Proceeds**”) for permanent supplement of working capital. Details of the proposal are set out as follows:

OVERVIEW OF THE PROCEEDS

As approved by “Approval in Relation to Registration of the Initial Public Offering of Shanghai Fudan-Zhangjiang Bio-Pharmaceutical Co., Ltd.” (Zheng Jian Xu Ke [2020] No.912) issued by the China Securities Regulatory Commission, the Company was permitted to issue 120,000,000 ordinary shares in RMB (A Shares) to the public at an issue price of RMB8.95 per Share (the “**Issue of A Shares**”). The total amount of proceeds from the Issue of A Shares amounted to RMB1,074,000,000. After deducting the issuing expenses, the net amount of proceeds amounted to approximately RMB974,324,000. The proceeds have been fully received and verified by PricewaterhouseCooper Zhongtian LLP (Special General Partnership), which has issued the Capital Verification Report (PwC Zhong Tian (2020) Yan Zi No. 0502). The proceeds are all held in a specialized account of the Company.

USE OF PROCEEDS FROM THE ISSUE OF A SHARES

Details of the use of proceeds from the Issue of A Shares have been set out in the Company's Chinese version of overseas regulatory announcements dated 28 March 2024 and the annual result announcement for the year ended 31 December 2023 of the Company dated 28 March 2024, which were published on the websites of The Stock Exchange of Hong Kong Limited and the Company.

The net amount of proceeds from the Issue of A Shares amounted to approximately RMB974,324,000, which included the Over Subscription Proceeds of RMB324,324,000. Subject to the consideration and approval of the Board and the supervisory committee and submitted to the annual general meeting for approval, the Company has used the Over Subscription Proceeds to permanently supplement working capital of RMB 288,000,000. Details have been set out in the announcements dated 25 March 2021, 28 March 2022 and 27 March 2023 and the circulars dated 16 April 2021, 19 April 2022 and 26 April 2023. As of 31 December 2023, the balance of Over Subscription Proceeds was approximately RMB57,740,000 (including interest income of RMB21,413,000).

PLAN TO UTILISE REMAINING OF THE OVER SUBSCRIPTION PROCEEDS FOR PERMANENT SUPPLEMENT OF WORKING CAPITAL

On the basis that the capital needs and normal operation of the projects in relation to the use of proceeds from A Share Offering are secured, to satisfy the Company's working capital requirements, to utilize the proceeds more effectively, to safeguard the interest of the Company and its shareholders, pursuant to the "Regulatory Guidance for Listed Companies No. 2 – Regulatory Requirements for the Administration and Use of Proceeds of the Listed Companies", the "Self-Regulatory Regulations Guidance of Listed Companies of the Sci-tech Innovation Board of the Shanghai Stock Exchange No. 1 – Compliant Operation" and relevant regulations, after taking into account the Company's actual operational needs and its financial status, the Company intends to utilize remaining balance of Over Subscription Proceeds that amounted to approximately RMB57,740,000 (including the corresponding interests, the exact amount is subject to the actual amount at the time of transfer), which represented 17.80% of the total Over Subscription Proceeds of RMB324,324,000 to permanently supplement working capital, using in operation activities related to the Company's main business (the "**Utilisation Plan**").

The Directors (including the independent non-executive Directors) consider the Utilisation Plan is in the interests of the Company and its shareholders as a whole.

UNDERTAKINGS BY THE COMPANY

The Company undertakes that the amount under the Utilisation Plan will be utilised for the Company's operating activities relating to the principal business, which does not affect the intended use of proceeds of the Issue of A Shares and shall not affect the capital requirements of the projects in which the proceeds are intended to be used; and it will not carry out any high-risk investment or provide financial assistance for third-party entities, within twelve months following the approval of the Utilisation Plan.

The Utilisation Plan will only be implemented after being considered and approved by the shareholders at the AGM.

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
28 March 2024

** For identification purpose only*