



# 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)

## PROXY FORM FOR 2023 ANNUAL GENERAL MEETING

I/we<sup>(note 1)</sup> \_\_\_\_\_ of \_\_\_\_\_ being the registered holder(s) of \_\_\_\_\_ <sup>(note 2)</sup>

H shares of Shanghai Fudan-Zhangjiang Bio-Pharmaceutical Co., Ltd.\* (the “**Company**”) hereby appoint<sup>(note 3)</sup> \_\_\_\_\_

I.D. No. \_\_\_\_\_ of \_\_\_\_\_, or the chairman of the meeting, as my (our) proxy to attend and vote for me(us) at the annual general meeting (the “**Meeting**” or “**AGM**”) of the Company to be held at conference room, ground floor, PARKYARD HOTEL, No. 699 Bibo Road, Pudong New Area, Shanghai, the PRC at 10:00 a.m. on Thursday, 27 June 2024 or at any adjournment thereof as hereunder indicated in respect of the resolutions set out in the notice of AGM dated 29 April 2024, and if no such indication is given, as my/our proxy thinks fit.

Unless otherwise indicated, capitalised terms used in this proxy form and the following resolutions shall have the same meanings as those defined in the circular (the “**Circular**”) the Company dated 29 April 2024.

Ordinary Resolutions		For <sup>(note 4)</sup>	Against <sup>(note 4)</sup>	Abstain <sup>(note 4)</sup>
1.	To consider and approve the (work) report of the Board for the year ended 31 December 2023;			
2.	To consider and approve the (work) report of the Supervisory Committee for the year ended 31 December 2023;			
3.	To consider and approve the annual report and its summary of the Company for the year ended 31 December 2023 for A Shares; and the audited financial statements and the auditors' report for the year ended 31 December 2023 for H Shares;			
4.	To consider and approve the financial analysis report for the year ended 31 December 2023;			
5.	To consider and approve the proposed profit distribution plan and the final dividend distribution plan for 2023, and to authorise the Board to distribute such final dividend to the Shareholders;			
6.	To consider and authorise the Board to determine the 2024 interim profit distribution scheme of the Company;			
7.	To consider and approve the appointment of auditors (domestic and overseas) and domestic internal control auditor, and authorise the Board to fix their remunerations for 2024;			
8.	To consider and approve the remuneration of the Directors and Supervisors for 2023 and their proposed remuneration for 2024;			
9.	To consider and approve the utilisation of remaining balance of the over subscription proceeds from the issue of A Shares for permanent replenishment of working capital;			
Special Resolutions		For <sup>(note 4)</sup>	Against <sup>(note 4)</sup>	Abstain <sup>(note 4)</sup>
10.	To consider and approve the amendments to the Articles of Association.			
11.	To consider and approve the amendments to the rules of procedure for the general meeting.			
12.	To consider and approve the amendments to the rules of procedure for the board of directors.			
13.	To consider and approve the amendments to the rules of procedure for the supervisory committee.			

Special Resolutions		For <small>(note 4)</small>	Against <small>(note 4)</small>	Abstain <small>(note 4)</small>
14.	<p>To consider and approve the granting to the Board a general mandate to issue A Shares:</p> <p><b>“THAT:</b></p> <p>(a) the general and unconditional mandate to issue, allot and/or deal with additional A Shares and to make or grant such power which would or might be required to issue, allot and/or deal with A Shares and to make or grant offers and agreements which would or might require the issue, allotment and/or dealing with A Shares and to handle relevant matters in relation to issuing shares to specific parties by simplified procedures be and is hereby granted to the Board:</p> <p>(i) such mandate shall not extend beyond the Relevant Period save that the Board may during the Relevant Period make or grant offers, agreements or options which might require the exercise of such powers after the end of the Relevant Period;</p> <p>(ii) on the date which this resolution is proposed, the aggregate number of A Shares to be issued, allotted and/or dealt with or agreed conditionally or unconditionally to be issued, allotted and/or dealt with by the Board shall not exceed 20% of the A Shares in issue as at the date on which this resolution is passed;</p> <p>(iii) the total proceeds shall not exceed RMB300 million and not exceeding 20% of the net assets as at the end of the most recent year; and</p> <p>(iv) the Board shall only exercise its power under such mandate in accordance with the relevant requirements under the Hong Kong Listing Rules, the Articles of Association, the applicable laws and regulations of the PRC and the performance of the relevant procedures, as amended from time to time.</p> <p>(b) for the purpose of this resolution: “A Share(s)” means the ordinary share(s) with a nominal value of RMB0.1 each in the share capital of the Company which are listed on the Sci-Tech Innovation Board of the Shanghai Stock Exchange, and are subscribed for and traded in RMB. “Relevant Period” means the period from the date on which this resolution is passed until the earliest of:</p> <p>(i) the conclusion of the next annual general meeting subsequent to the passing of this resolution;</p> <p>(ii) the expiration of the period of 12 months from the date on which this resolution is passed; or</p> <p>(iii) the date on which the mandate granted to the Board by this resolution is revoked or varied by a special resolution by the Shareholders at the general meeting.</p> <p>(c) subject to the directors’ resolving to issue and allot A Shares pursuant to sub-paragraph (a) of this resolution, the Board be and is hereby authorised to approve, execute and do, or procure to be executed and done, all such documents, deeds and things as it may consider necessary in connection with the issue of such new A Shares including, but not limited to, determining the time and place of issue, making all necessary applications to the relevant authorities and entering into an underwriting agreement (or any other agreement), to determine the use of proceeds and to make all necessary filings and registrations with the relevant PRC, Hong Kong and/or other authorities, and to make such amendments to the Articles of Association as it thinks fit so as to reflect the increase in the registered capital of the Company and the new share capital structure of the Company upon completion of the issue and allotment of the A Shares pursuant to the sub-paragraph (a) of this resolution, and to take any necessary measures and proceed with any necessary procedures (including, but not limited to, performing the relevant regulatory procedures and registration with the relevant administration for industry and commerce) to effect the issue of shares.”</p>			

The above resolutions are set out in the Circular, and the notice of AGM dated 29 April 2024. You shall refer to the abovementioned documents before appointing a proxy.

Signature(s): \_\_\_\_\_ (note 5)

Date: \_\_\_\_\_ 2024

*Notes:*

1. Please insert full name(s) and address(es) in **BLOCK LETTERS**.
2. Please insert the number of H shares registered in your name(s) relating to this form of proxy. If no number is inserted, this form of proxy will be deemed to relate to all of the H shares in the capital of the Company registered in your name(s).
3. Please insert the name, I.D number and address of your proxy. If this is left blank, the chairman of the AGM will act as your proxy. One or more proxies, who may not be shareholder(s) of the Company, may be appointed to attend and vote in the meeting provided that such proxies must attend the meeting in person on your behalf. Any alteration made to this proxy form must be signed by the signatory.
4. **ATTENTION: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE INDICATE WITH A “✓” IN THE APPROPRIATE SPACE UNDER “FOR”. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE INDICATE WITH A “✓” IN THE APPROPRIATE SPACE UNDER “AGAINST”. IF YOU WISH TO ABSTAIN FROM VOTING ON ANY RESOLUTION, PLEASE INDICATE WITH A “✓” IN THE APPROPRIATE SPACE UNDER “ABSTAIN”, AND YOUR VOTES WILL BE COUNTED FOR THE PURPOSE OF CALCULATING THE RESULT OF THAT RESOLUTION.** Failure to indicate as to how to vote in respect of the resolutions on the proxy form returned will entitle your proxy to decide whether to vote and as to how to vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution legally and properly put to the AGM other than those referred to in the notice of AGM dated 29 April 2024.
5. This form of proxy must be signed under hand by you or your attorney duly authorized on your behalf. If the appointer is a corporation, this form must be signed under its common seal or under hand by any directors or agents duly appointed by such corporation. If this form is signed by an attorney of the appointer, the power of attorney authorizing that attorney to sign, or other document of authorization, must be notarially certified.
6. This form of proxy together with the power of attorney or other authorization document(s) (if any) which have been notarised, must be delivered to the following address, at least 24 hours before the time designated for the holding of the AGM (i.e. before 10 a.m. on Wednesday, 26 June 2024).  
  
17M Floor, Hopewell Centre  
183 Queen’s Road East, Wanchai, Hong Kong  
Fax: (852) 2865 0990
7. All times and dates specified herein refer to local times and dates of Shanghai, the PRC.

\* *For identification purpose only*