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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)

ANNOUNCEMENT
PROPOSED RE-ELECTION AND ELECTION OF DIRECTORS

The term of office of the eighth session of the board of directors (the "**Board**") of Shanghai Fudan-Zhangjiang Bio-Pharmaceutical Co., Ltd. (the "**Company**") will expire upon the conclusion of the 2025 annual general meeting (the "**AGM**"). The 15th meeting of the eighth session of the Board held on 30 March 2026 have resolved the proposed re-election and election of the following persons as the directors (the "**Directors**") of the ninth session of the Board for a term of three years commencing from the date of election at the 2025 AGM.

In accordance with the relevant requirements of the articles of association of the Company (the "**Articles of Association**"), the Company Law of the People's Republic of China (the "**Company Law**"), the Listing Rules of the Sci-Tech Innovation Board of the Shanghai Stock Exchange* (《上海證券交易所科創板股票上市規則》), the Guideline No.1 for the Self-regulatory Rules for Companies Listed on the STAR Market of the Shanghai Stock Exchange-Standardised Operations* (《上海證券交易所科創板上市公司自律監管指引第 1 號一規範運作》) and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**"), the Board proposed that the ninth session of the Board shall consist of eight Directors, including two executive Directors, two non-executive Directors, three independent non-executive Directors and one employee Director. The Board also proposed the re-election of Mr. Zhao Da Jun and Ms. Xue Yan as executive Directors of the ninth session of the Board, the election of Mr. Zhong Tao and the re-election of Ms. Yu Xiao Yang as non-executive Directors of the ninth session of the Board, and the re-election of Mr. Wang Hong Guang, Mr. Lam Siu Wing and Mr. Xu Pei Long as independent non-executive Directors of the ninth session of the Board. The proposed re-election and election of the aforementioned Directors are subject to the approval of the shareholders of the Company (the "**Shareholders**") by way of ordinary resolutions at the 2025 AGM, and shall become effective upon the approval by the Shareholders at the 2025 AGM.

The nomination committee of the Board (the "**Nomination Committee**") has reviewed the proposed composition of the members of the ninth session of the Board in accordance with Rule 13.92 of the Listing Rules and was of the view that the proposed composition of the Board is in compliance with the requirements of the Articles of Association, the applicable laws and regulations, the Listing Rules, the Board diversity policy (the "**Board Diversity Policy**") and the needs of the Company.

When proposing the re-election and election of Directors, the Board has taken into account a number of factors pursuant to the Board Diversity Policy, including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge and length of service, to achieve the diversity of board members. The Board believes that the educational background, professional experience and cultural background of Directors proposed to be re-elected and elected contribute to the diversity of the Board.

In addition, the Nomination Committee considered and made recommendation to the Board that each of the Directors proposed to be re-elected or elected is (i) of character, integrity, independence (in case of an independent non-executive Director) and experience; (ii) having sufficient time commitment and contributions to the Board; and (iii) having the ability to discharge his or her responsibility effectively. Each of the independent non-executive Directors proposed to be re-elected has given to the Company confirmation of their independence in accordance with Rule 3.13 of the Listing Rules. The Board, therefore, upon the recommendation of the Nomination Committee, considers the independent non-executive Directors proposed to be re-elected to be independent.

Each of the re-elected and elected Directors will enter into a service contract with the Company after the approval of his or her appointment at the AGM. The re-elected executive Directors will not receive Director's fee and/or allowance from the Company during his or her term as a Director of the Company. The remuneration of executive Directors is based on his/her position as a senior management officer of the Company and will be composed of salaries and subsidies, pension plan contributions, bonus, etc. The remuneration of employee Director shall be determined by reference to the remuneration of executive Directors. Each of the re-elected independent non-executive Directors will receive Director's fee and/or allowance from the Company during his term as an independent non-executive Director. The re-elected non-executive Directors will not receive Director's emolument from the Company during his or her term as a non-executive Director. Directors' remuneration is determined by the remuneration committee of the Board based on the Company's remuneration policy for Directors with reference to their experience, qualifications, responsibilities expected time commitment to the Company's affairs and prevailing market standards, and subject to the approval at the AGM annually.

Details of the Directors proposed for re-election and election are set out below:

Executive Directors

Mr. Zhao Da Jun	To be re-elected upon the expiry of the term of office
Ms. Xue Yan	To be re-elected upon the expiry of the term of office

Non-executive Directors

Mr. Zhong Tao	To be proposed to appoint
Ms. Yu Xiao Yang	To be re-elected upon the expiry of the term of office

Independent Non-executive Directors

Mr. Wang Hong Guang	To be re-elected upon the expiry of the term of office
Mr. Lam Siu Wing	To be re-elected upon the expiry of the term of office
Mr. Xu Pei Long	To be re-elected upon the expiry of the term of office

Biographical information of Directors proposed for re-election and election are set out in Appendix I to this announcement.

Saved as disclosed in this announcement (including Appendix I), as at the date of this announcement, none of the aforementioned Directors to be re-elected or elected (i) holds any directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; (ii) holds any other position with the Company or its subsidiaries; (iii) has any interest, deemed interest or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); and (iv) has relationship with other current Directors, senior management, substantial shareholders of the Company.

There is no information required to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules in relation to the aforementioned Directors to be re-elected or elected and there is no other matter in relation to their re-election and election that needs to be brought to the attention of the Stock Exchange of Hong Kong Limited (the "**Hong Kong Stock Exchange**") and the Shareholders.

Mr. Shen Bo, whose term of office as a non-executive Director of the eighth session will expire at the conclusion of the 2025 AGM, and will not offer himself for re-election. As such, upon the conclusion of the 2025 AGM, Mr. Shen Bo will cease to be a non-executive Director of the Company. Mr. Shen Bo has confirmed that he has no disagreement with the Company and there is no other matter in relation to his retirement that needs to be brought to the attention of the Shareholders and the Hong Kong Stock Exchange. The Company hereby expresses its sincere gratitude to Mr. Shen Bo for his valuable contributions to the Company during his term of office.

Ms. Qu Ya Nan, whose term of office as an employee Director of the eighth session will expire at the conclusion of the 2025 AGM. The proposed re-election and election for the term of office as an employee Director of the ninth session of the Board shall become effective upon the approval at the general meeting of the employee representatives of the Company. The term of office of the employee Director will be three years commencing from the date of being elected at the general meeting of the employee representatives.

A circular containing, among other things, further details of the proposed re-election and election of Directors will be despatched to the Shareholders as soon as practicable.

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)
Ms. Qu Ya Nan (Employee Director)

Shanghai, the PRC

30 March 2026
* *For identification purpose only*

Appendix I: Biographical Information of the Directors for Re-election and Election

Executive Directors

Zhao Da Jun（趙大君）, born in 1970, aged 56, was appointed as an executive Director and an authorized representative of the Company in 2002 and was appointed as the chairman of the Board, the general manager of the Company in May 2023. He is concurrently the chairman of the board of directors of Shanghai Tracing Bio-technology Co., Ltd.* (上海溯源生物技術有限公司) and an executive director of Taizhou Fudan-Zhangjiang Pharmaceutical Co., Ltd* (泰州復旦張江藥業有限公司). He is a co-founder of the Company. He was a teaching assistant at the Law School of Fudan University from August 1995 to October 1996. He was awarded the National Education Committee on Technology Advancement Grade II Award (國家教委科技進步二等獎) in 1997. He graduated from Fudan University with a bachelor's degree in biology in July 1992, a master's degree in biology in July 1995, and from University of Hong Kong with a master's degree in business administration in November 2001.

Mr. Zhao was entitled to a remuneration of RMB1,660,980 for the year ended 31 December 2025, including salaries and allowances and retirement benefit costs. As at the date of this announcement, Mr. Zhao is interested in 15,620,710 A shares of the Company, representing approximately 1.51% of the total issued share capital of the Company.

Xue Yan（薛燕）, born in 1981, aged 45, was appointed as an executive Director in May 2023. She is also a deputy general manager, the company secretary, the chief financial officer and an authorized representative of the Company. She is also a director of Fernovelty (Hong Kong) Holding Co., Ltd. and a supervisor of Shanghai Handu Pharmaceutical Technology Co., Ltd. She is a senior accountant, a member of the Hong Kong Institute of Certified Public Accountants (HKICPA), a fellow of the Association of Chartered Certified Accountants (ACCA), and a member of the Chinese Institute of Certified Public Accountants (CICPA). She is qualified as an international certified internal auditor. She served in the assurance department of PricewaterhouseCoopers Zhong Tian LLP from 2004 to 2010. She graduated from the Shanghai University of Finance & Economics with a bachelor's degree in international accounting in July 2004 and obtained a master's degree in business administration from the University of Hong Kong in November 2018.

Ms. Xue was entitled to a remuneration of RMB1,487,070 for the year ended 31 December 2025, including salaries and allowances and retirement benefit costs. As at the date of this announcement, Ms. Xue is interested in 1,980,000 A shares and 50,000 H shares of the Company, representing an aggregate of approximately 0.20% of the total issued share capital of the Company.

Non-Executive Director

Zhong Tao（鐘濤）, born in 1972, aged 54. He is a vice president, the board secretary and the joint company secretary of Shanghai Pharmaceuticals Holding Co., Ltd., a company listed on both the Stock Exchange of Hong Kong Limited and the Shanghai Stock Exchange (Stock Codes: 02607, 601607), and holds directorships and other positions in certain subsidiaries of Shanghai Pharmaceuticals Holding Co., Ltd.. Mr. Zhong Tao is also a non-executive director of Tianda Pharmaceuticals Limited, a company listed on the Main Board of the Stock Exchange of Hong Kong Limited (Stock Code: 00455). His previous positions included an executive director and a vice president of Shanghai Industrial Urban Development Group Co., Ltd., a director and a vice president of Shanghai Urban Development (Group) Co., Ltd., and a director of Shanghai Industrial Management (Shanghai) Co., Ltd. He graduated from Fudan University with a master's degree in Business Administration in 1998.

The Company is not required to pay any Director's emolument to Mr. Zhong.

Yu Xiao Yang（余曉陽）, born in 1956, aged 70, was appointed as a Non-executive Director in May 2013. She has over 20 years of banking and investment experience. She is a founding partner of China New Enterprise Investment and the founder and managing partner of Victoria Capital Limited, a corporate finance advisory firm in 1998. She was among the first mainland Chinese to embark on a professional career with major international financial institutions. She served at Paris Bank in Geneva, Dresdner Bank in Frankfurt, London and New York from 1980 to 1985, and Salomon Brothers from 1987 to 1991, working in the areas of mergers and acquisitions and corporate finance. She graduated from International Management Institute (Geneva), predecessor of International Institute for Management Development, with a master's degree in Business Administration in May 1982.

The Company is not required to pay any Director's emolument to Ms. Yu.

Independent Non-Executive Director

Wang Hong Guang（王宏廣）, born in 1962, aged 64, was appointed as an independent non-executive Director in May 2023. He is currently the Dean of the Chinese People's Life Safety Research Institute, West China Hospital of Sichuan University, and a Distinguished Professor of Peking Union Medical College, Chinese Academy of Medical Sciences. He previously served as an associate professor and a professor at China Agricultural University, a deputy director of the Department of Rural and Social Development of the Ministry of Science and Technology, a director of China National Center for Biotechnology Development of the Ministry of Science and Technology, a researcher of Chinese Academy of Science and Technology for Development, an executive director and a professor of the China Center for Strategic Studies at Peking University. He has long been engaged in research on science, technology and economic strategies, and has conducted in-depth research on domestic and international biotechnology development and industrial policy. He has compiled and authored 26 works including China's Bio-economy and published more than 170 papers. He graduated from Gansu Agricultural University in 1982 with a bachelor's degree in agronomy, obtained a master's degree in agronomy from China Agricultural University in 1986, and was awarded a doctor's degree in agronomy in 1989. He was appointed as an independent non-executive director of CSPC Pharmaceutical Group Limited (a company listed on the Main Board of the Stock Exchange (Stock Code: 01093)) on 27 January 2021; and as an external director of China National Biotec Group Co., Ltd. on 29 June 2023.

Mr. Wang was entitled to a Director's fee of RMB200,000 for the year ended 31 December 2025.

Lam Siu Wing（林兆榮）, born in 1960, aged 66, was appointed as an independent non-executive Director in May 2023. He is a fellow member of the Hong Kong Institute of Certified Public Accountants (HKICPA) and Chartered Accountants Australia and New Zealand (CAANZ, formerly the Institute of Chartered Accountants of Australia (ICAA)). Mr. Lam has extensive experience in financial accounting, auditing, and business consulting. He was a partner of both PricewaterhouseCoopers Zhong Tian LLP and PricewaterhouseCoopers Hong Kong from 2004 to 2020. In March 1985, he graduated from Macquarie University in Australia with a bachelor's degree in economics amd accounting. In October 1989, he graduated from The University of New South Wales in Australia with a master's degree in commerce majoring in finance. He has been appointed as an independent non-executive director of Shanghai Greatpower Nickel and Cobalt Materials Co., Ltd. since 23 June 2022, an independent non-executive director of Suzhou Basecare Medical Corporation Limited (a company listed on the Main Board of the Stock Exchange of Hong Kong Limited (Stock Code: 2170)) since 13 July 2023, an independent non-executive director of Xi'an Kingfar Property Services Co., Ltd. (a company listed on the Main Board of the Stock Exchange (Stock Code: 1354)) since 23 May 2024, and an independent non-executive director of Bluestar Adisseo Co., Ltd. (a company listed on the Shanghai Stock Exchange (stock code: 600299)) since 19 September 2024; an independent non-executive director of Shanghai Biren Technology Co., Ltd. (a company listed on the Main Board of the Stock Exchange of Hong Kong Limited (Stock Code: 6082)) since 1 June 2025; and an independent non-executive director of Qiyi Technology (Cayman) Co., Ltd. (a company listed on the Main Board of the Stock Exchange of Hong Kong Limited (Stock Code: 1739)) since 4 June 2025.

Mr. Lam was entitled to a Director's fee of RMB200,000 for the year ended 31 December 2025.

Xu Pei Long（徐培龍）, born in 1977, aged 49, was appointed as an independent non-executive Director in May 2023. He is a national first-class lawyer, and currently a senior partner of MHP Law Firm, an adjunct professor of East China University of Political Science and Law. He also holds social positions as a civil administration expert of the Supreme People's Procuratorate, an arbitrator of the Shanghai Arbitration Commission, an arbitrator of the Shanghai International Economic and Trade Arbitration Commission (Shanghai International Arbitration Centre) and other social positions. He previously served as a director and vice president of the 11th Shanghai Lawyers Association, and a partner of Shanghai Zhaohua Law Firm. He has in-depth research and rich experience in the fields of corporate governance, equity dispute resolution, corporate investment and financing, mergers and acquisitions and other related areas. He has participated in compiling and authoring a number of works including Corporate Litigation Lawyer Practice and other titles. He graduated from East China University of Political Science and Law in July 2002 with a bachelor's degree in law. He was appointed as a part-time external director of Shanghai Zhangjiang (Group) Co., Ltd. on 26 December 2025.

Mr. Xu was entitled to a Director's fee of RMB200,000 for the year ended 31 December 2025.