Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.

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)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an annual general meeting (the "**AGM**") of 上海復旦張江生物醫藥股份有限公司 (Shanghai Fudan-Zhangjiang Bio-Pharmaceutical Co., Ltd.*) (the "**Company**") will be held at No. 308 Cailun Road, Zhangjiang Hi-Tech Park, Pudong New Area, Shanghai, the PRC at 1:30 p.m. on Thursday, 28 May 2026 for the purpose of considering and, if thought fit, passing the following resolutions (unless otherwise indicated, capitalised terms used in this notice and the following resolutions shall have the same meanings as those defined in the circular of the Company dated 29 April 2026):

AS SPECIAL RESOLUTIONS:

1. To consider and approve the granting to the Board a general mandate to issue A Shares:

   "**THAT**:

   (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:

      (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;

      (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;

(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

(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.

(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:

(i) the conclusion of the next annual general meeting subsequent to the passing of this resolution;

(ii) the expiration of the period of 12 months from the date on which this resolution is passed; or

(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.

(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."

AS ORDINARY RESOLUTIONS:

2. To consider and approve the (work) report of the Board for the year ended 31 December 2025;

3. To consider and approve 2025 annual report and its summary of the Company for A Shares; and the audited financial statements and the auditors' report for the year ended 31 December 2025 for H Shares;

4. To consider and approve the proposed profit distribution plan and the final dividend distribution plan for 2025;

5. 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 2026;

6. To consider and approve the remuneration of the Directors and Supervisors for 2025 and the relevant proposal of the Directors for 2026;

7. To consider and approve the next three-year (2026-2028) shareholders' dividend return plan;

8. To consider and approve the formulation of the rule of remuneration management for directors and senior management personnel;

9. To consider and approve the re-election of the following candidates as the executive Directors of the ninth session of the Board:

   9.1 To consider and approve the re-election of Mr. Zhao Da Jun as an executive Director; and

   9.2 To consider and approve the re-election of Ms. Xue Yan as an executive Director.

10. To consider and approve the re-election and election of the following candidates as the non-executive Directors of the ninth session of the Board:

    10.1 To consider and approve the election of Mr. Zhong Tao as a non-executive Director; and

    10.2 To consider and approve the re-election of Ms. Yu Xiao Yang as a non-executive Director.

11. To consider and approve the re-election of the following candidates as the independent non-executive Directors of the ninth session of the Board:

    11.1 To consider and approve the re-election of Mr. Wang Hong Guang as an independent non-executive Director;

11.2 To consider and approve the re-election of Mr. Lam Siu Wing as an independent non-executive Director; and

11.3 To consider and approve the re-election of Mr. Xu Pei Long as an independent non-executive Director.

By order of the Board
Zhao Da Jun
Chairman

As at the date of this notice, 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 People's Republic of China
29 April 2026

Notes:

1. To determine the eligibility of the holders of H Shares to attend and vote at the AGM, the register of the holders of H Shares of the Company will be closed from Thursday, 21 May 2026 to Thursday, 28 May 2026 (both days inclusive). During this period, no transfer of H Shares will be registered. Any holder of the H Shares, whose name appears on the Company's register of the holders of H Shares at 4:30 p.m. on Thursday, 21 May 2026, is entitled to attend and vote at the AGM. In order for the holders of H Shares to be qualified to attend and vote at the AGM, all transfer documents accompanied by the relevant H Share certificates must be lodged with the Company's H Share registrar not later than 4:30 p.m. on Thursday, 21 May 2026.

   The address of the Company's H Share registrar, Computershare Hong Kong Investor Services Limited is as follows:

   Shops 1712-1716
   17th Floor
   Hopewell Centre
   183 Queen's Road East Wanchai, Hong Kong

   For the notice of AGM applicable to holders of A Shares and the relevant form of proxy, please refer to the announcement of the Company to be published on the Shanghai Stock Exchange in due course.

2. Any Shareholder entitled to attend and vote at the meeting convened by the above notice is entitled to appoint a proxy to attend and to vote in his/her stead. A proxy needs not be a Shareholder.

3. Where there are joint holders of any H shares in the issued share capital of the Company, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such Share as if he/she/it were solely entitled thereto; but if more than one of such joint holders is present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the H shares of the Company in respect of such joint holding.

4. For holders of H Shares, in order to be valid, the proxy form duly completed and signed in accordance with the instructions printed thereon, together with the power of attorney or other authority (if any) under which it is signed, and a notarially certified copy of such power of attorney, must be deposited with the Company's H Share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 24 hours before the time fixed for holding the meeting (i.e. before 1:30 p.m. on Wednesday, 27 May 2026) or any adjourned meeting as the case may be.

5. The resolutions as set out above are required to be determined by way of poll under the Hong Kong Listing Rules.

6. All times and dates specified herein refer to local times and dates of Shanghai, the PRC.

* *For identification purposes only*