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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)**

### **POLL RESULTS OF 2019 ANNUAL GENERAL MEETING, CLASS MEETING OF HOLDERS OF H SHARES AND CLASS MEETING OF HOLDERS OF DOMESTIC SHARES; AND ELECTION OF THE BOARD, THE SUPERVISORY COMMITTEE AND THE SPECIAL COMMITTEES OF THE BOARD**

The board of directors (the “**Board**”) of Shanghai Fudan-Zhangjiang Bio-Pharmaceutical Co., Ltd.\* (the “**Company**”) is pleased to announce the poll results of the 2019 annual general meeting of the Company (the “**AGM**”), the class meeting of the holders of H shares of the Company (the “**Class Meeting of Holders of H Shares**”) and the class meeting of the holders of domestic shares of the Company (the “**Class Meeting of Holders of Domestic Shares**”, together with the AGM and the Class Meeting of Holders of H Shares, collectively referred to as the “**Meetings**”) held on Monday, 30 March 2020 at No. 308 Cailun Road, Zhangjiang Hi-tech Park, Pudong New Area, Shanghai, the People’s Republic of China (the “**PRC**”).

References are made to the notices of the Meetings dated 28 February 2020 and the circular (the “**Circular**”) of the Company dated 4 March 2020. Unless otherwise defined, terms used herein shall have the same meanings as those defined in the Circular.

## **1. CONVENING AND ATTENDANCE OF THE MEETINGS**

### **(1) Convening of the Meetings**

The Meetings were held on Monday, 30 March 2020 at No. 308 Cailun Road, Zhangjiang Hi-tech Park, Pudong New Area, Shanghai, the PRC.

Each of the Meetings was convened by the Board and chaired by Mr. Wang Hai Bo, the chairman of the Board, as a physical meeting. None of the resolutions has been vetoed or amended at the Meetings. No new proposal has been submitted for voting and approval.

### **(2) Attendance of the Meetings**

On 30 March 2020, the total number of issued shares of the Company (the “Shares”) was 923,000,000 Shares, of which 583,000,000 Shares were Domestic Shares and 340,000,000 Shares were H Shares.

#### *Attendance of AGM*

The total number of Shares entitling the holders to attend and vote on each of the resolutions proposed at the AGM was 923,000,000 Shares. The total number of Shares with voting rights represented by the Shareholders attending the AGM in person or by proxy was 708,224,772 Shares, representing approximately 76.731% of the total number of Shares.

#### *Attendance of Class Meeting of Holders of H Shares*

The total number of H Shares entitling the holders to attend and vote on each of the resolutions proposed at the Class Meeting of Holders of H Shares was 340,000,000 H Shares. The total number of H Shares with voting rights represented by the Shareholders attending the Class Meeting of Holders of H Shares in person or by proxy was 125,224,772 H Shares, representing approximately 36.831% of the total number of H Shares.

#### *Attendance of Class Meeting of Holders of Domestic Shares*

The total number of Domestic Shares entitling the holders to attend and vote on each of the resolutions proposed at the Class Meeting of Holders of Domestic Shares was 583,000,000 Domestic Shares. The total number of Domestic Shares with voting rights represented by the Shareholders attending the Class Meeting of Holders of Domestic Shares in person or by proxy was 583,000,000 Domestic Shares, representing 100% of the total number of Domestic Shares.

At the AGM, Mr. Wang Hai Bo, Mr. Su Yong, Mr. Zhao Da Jun and Shanghai Pharmaceuticals Holding Co., Ltd., holding 309,602,560 Shares in aggregate as at the date of this announcement, have abstained from voting on the ordinary resolution No. 9 proposed at the AGM. Save as the aforementioned, none of the other Shareholders was required to abstain from voting at the Meetings and there was no Share entitling the Shareholders to attend the Meetings but abstain from voting in favour of the resolutions as set out in Rule 13.40 of the Listing Rules.

Each of the resolutions proposed for approval at the Meetings was taken by poll.

Some of the Directors, Supervisors and the company secretary attended the Meetings. Each of the Meetings was convened and conducted in compliance with the requirements of the relevant laws and regulations and the Articles of Association.

## 2. VOTING RESULTS OF THE MEETINGS

### (1) Voting results of AGM

Ordinary Resolutions		Number of votes cast and approximate percentage of total number of votes cast (%)			Total number of votes cast
		For	Against	Abstain	
1.	To consider and approve the report of the Board for the year 2019.	708,224,772 (100%)	0 (0%)	0 (0%)	708,224,772
2.	To consider and approve the report of the Supervisory Committee for the year 2019.	708,224,772 (100%)	0 (0%)	0 (0%)	708,224,772
3.	To consider and approve the audited financial statements and the auditors' report for the year 2019.	708,224,772 (100%)	0 (0%)	0 (0%)	708,224,772
4.	To consider and approve the proposed profit distribution plan for the year ended 31 December 2019 and the final dividend distribution plan for the year ended 31 December 2019, and to authorize the Board to distribute such final dividend to the Shareholders.	708,224,772 (100%)	0 (0%)	0 (0%)	708,224,772
5.	To consider and approve the election of auditors (domestic and overseas) and authorize the Board to fix their remunerations for the year 2020.	708,224,772 (100%)	0 (0%)	0 (0%)	708,224,772
6.	To consider and approve the proposal in relation to remuneration of the Directors and Supervisors for the year 2020, and to authorize the Board to implement the proposal.	708,224,772 (100%)	0 (0%)	0 (0%)	708,224,772
7.	To consider and approve the re-election of the following candidates as the Directors of the seventh session of the Board:				
	7.1 To consider and approve the re-election of Mr. Wang Hai Bo as an executive Director;	708,066,561 (99.9777%)	158,211 (0.0223%)	0 (0%)	708,224,772
	7.2 To consider and approve the re-election of Mr. Su Yong as an executive Director;	708,129,761 (99.9866%)	95,011 (0.0134%)	0 (0%)	708,224,772

	7.3 To consider and approve the re-election of Mr. Zhao Da Jun as an executive Director;	708,129,761 (99.9866%)	95,011 (0.0134%)	0 (0%)	708,224,772
	7.4 To consider and approve the re-election of Mr. Shen Bo as a non-executive Director;	707,975,761 (99.9648%)	249,011 (0.0352%)	0 (0%)	708,224,772
	7.5 To consider and approve the re-election of Ms. Yu Xiao Yang as a non-executive Director;	708,222,761 (99.9997%)	2,011 (0.0003%)	0 (0%)	708,224,772
	7.6 To consider and approve the re-election of Mr. Zhou Zhong Hui as an independent non-executive Director;	708,093,772 (99.9815%)	131,000 (0.0185%)	0 (0%)	708,224,772
	7.7 To consider and approve the re-election of Mr. Lam Yiu Kin as an independent non-executive Director;	670,931,750 (94.7343%)	37,293,022 (5.2657%)	0 (0%)	708,224,772
	7.8 To consider and approve the re-election of Mr. Xu Qing as an independent non-executive Director; and	708,222,772 (99.9997%)	2,000 (0.0003%)	0 (0%)	708,224,772
	7.9 To consider and approve the re-election of Mr. Yang Chun Bao as an independent non-executive Director.	708,222,772 (99.9997%)	2,000 (0.0003%)	0 (0%)	708,224,772
8.	To consider and approve the re-election and election of the following candidates as the Supervisors of the seventh session of the Supervisory Committee:				
	8.1 To consider and approve the election of Mr. Tang Yu Kuan as a Supervisor;	708,222,772 (99.9997%)	2,000 (0.0003%)	0 (0%)	708,224,772
	8.2 To consider and approve the re-election of Mr. Liu Xiao Long as a Supervisor; and	708,222,772 (99.9997%)	2,000 (0.0003%)	0 (0%)	708,224,772
	8.3 To consider and approve the re-election of Mr. Huang Jian as a Supervisor.	708,222,772 (99.9997%)	2,000 (0.0003%)	0 (0%)	708,224,772
9.	To consider and approve the consideration and approval of related-party transactions of the Company for the year 2019.	564,332,668 (92.0011%)	49,064,772 (7.9989%)	0 (0%)	613,397,440

Special Resolutions		Number of votes cast and approximate percentage of total number of votes cast (%)			Total number of votes cast
		For	Against	Abstain	
10.	To consider and approve the extension of the validity period of the resolution in respect of the proposed issue of not more than 120,000,000 A shares with a nominal value of RMB0.1 each (the “Issue of A Shares”), which will be listed on the Sci-Tech Innovation Board of the Shanghai Stock Exchange. The valid period of the resolution on the Issue of A Shares is 12 months from the date of the Shareholders’ approvals at the AGM and the Class Meetings.	708,224,772 (100%)	0 (0%)	0 (0%)	708,224,772
11.	To consider and approve the extension of the authorization period to the Board to deal with matters relating to the Issue of A Shares. The term of the extended authorization, if the proposed extension to the authorization period is approved by the Shareholders at the AGM and the Class Meetings, shall be a period of 12 months from the date of the Shareholders’ approvals at the AGM and the Class Meetings.	708,224,772 (100%)	0 (0%)	0 (0%)	708,224,772

**(2) Voting results of Class Meeting of Holders of H Shares**

Special Resolutions		Number of votes cast and approximate percentage of total number of votes cast (%)			Total number of votes cast
		For	Against	Abstain	
1.	To consider and approve the extension of the validity period of the Issue of A Shares, which will be listed on the Sci-Tech Innovation Board of the Shanghai Stock Exchange. The valid period of the resolution on the Issue of A Shares is 12 months from the date of the Shareholders’ approvals at the AGM and the Class Meetings.	125,224,772 (100%)	0 (0%)	0 (0%)	125,224,772
2.	To consider and approve the extension of the authorization period to the Board to deal with matters relating to the Issue of A Shares. The term of the extended authorization, if the proposed extension to the authorization period is approved by the Shareholders at the AGM and the Class Meetings, shall be a period of 12 months from the date of the Shareholders’ approvals at the AGM and the Class Meetings.	125,224,772 (100%)	0 (0%)	0 (0%)	125,224,772

### (3) Voting results of Class Meeting of Holders of Domestic Shares

Special Resolutions		Number of votes cast and approximate percentage of total number of votes cast (%)			Total number of votes cast
		For	Against	Abstain	
1.	To consider and approve the extension of the validity period of the Issue of A Shares, which will be listed on the Sci-Tech Innovation Board of the Shanghai Stock Exchange. The valid period of the resolution on the Issue of A Shares is 12 months from the date of the Shareholders' approvals at the AGM and the Class Meetings.	583,000,000 (100%)	0 (0%)	0 (0%)	583,000,000
2.	To consider and approve the extension of the authorization period to the Board to deal with matters relating to the Issue of A Shares. The term of the extended authorization, if the proposed extension to the authorization period is approved by the Shareholders at the AGM and the Class Meetings, shall be a period of 12 months from the date of the Shareholders' approvals at the AGM and the Class Meetings.	583,000,000 (100%)	0 (0%)	0 (0%)	583,000,000

All the above resolutions were duly passed at each of the Meetings. Shareholders may refer to the Circular for details of the resolutions.

The auditor of the Company, PricewaterhouseCoopers Zhongtian LLP, was appointed as scrutineer for vote-taking. The poll results were subject to scrutiny by PricewaterhouseCoopers Zhongtian LLP, whose work was limited to certain procedures requested by the Company to agree the poll results summary prepared by the Company to poll forms collected and provided by the Company to PricewaterhouseCoopers Zhongtian LLP. The work performed by PricewaterhouseCoopers Zhongtian LLP in this respect did not constitute an assurance engagement in accordance with Hong Kong Standards on Auditing, Hong Kong Standards on Review Engagements or Hong Kong Standards on Assurance Engagements issued by the Hong Kong Institute of Certified Public Accountants, nor did it include provision of any assurance or advice on matters of legal interpretation or entitlement to vote.

### 3. ELECTION OF THE BOARD, THE SUPERVISORY COMMITTEE AND THE SPECIAL COMMITTEES OF THE BOARD

At the AGM, Mr. Wang Hai Bo, Mr. Su Yong and Mr. Zhao Da Jun were elected as executive Directors of the seventh session of the Board of the Company; Mr. Shen Bo and Ms. Yu Xiao Yang were elected as non-executive Directors of the seventh session of the Board of the Company; Mr. Zhou Zhong Hui, Mr. Lam Yiu Kin, Mr. Xu Qing and Mr. Yang Chun Bao were elected as independent non-executive Directors of the seventh session of the Board of the Company; Mr. Tang Yu Kuan was elected as shareholder representative Supervisor of the

seventh session of the Supervisory Committee of the Company; Mr. Liu Xiao Long and Mr. Huang Jian were elected as independent Supervisors of the seventh session of the Supervisory Committee of the Company. The Company has held an employee's representatives meeting to elect Mr. Wang Luo Chun and Ms. Yu Dai Qing as employee representative Supervisors, together with Mr. Tang Yu Kuan, Mr. Liu Xiao Long and Mr. Huang Jian forming the seventh session of the Supervisory Committee of the Company.

The retirement of Mr. Zhou Xi as an as shareholder representative Supervisors shall come into effect upon the conclusion of the AGM. Mr. Zhou Xi 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 Stock Exchange.

The seventh session of the Board and the Supervisory Committee of the Company shall become effective from the date of being elected at the AGM, until the conclusion of the annual general meeting of the Company in 2023 (except for re-election). For the biographic details of such members and other information required to be disclosed under Rule 13.51(2) of the Listing Rules, please refer to the Circular and the announcement of the Company dated 28 February 2020.

Immediately after the conclusion of the AGM, the Company held the first meeting of the seventh session of the Board, in which the Board resolved the election of Mr. Wang Hai Bo as the chairman of the seventh session of the Board, and the composition of the members of the special committees of the seventh session of the Board of the Company as follows:

1. Audit Committee of the seventh session of the Board: Mr. Lam Yiu Kin, Mr. Shen Bo and Mr. Xu Qing. Mr. Lam Yiu kin was elected as the chairman of the committee;
2. Remuneration Committee of the seventh session of the Board: Zhou Zhong Hui, Mr. Lam Yiu kin and Mr. Yang Chun Bao. Mr. Zhou Zhong Hui was elected as the chairman of the committee;
3. Nomination Committee of the seventh session of the Board: Mr. Wang Hai Bo, Mr. Zhou Zhong Hui and Mr. Xu Qing. Mr. Wang Hai Bo was elected as the chairman of the committee.

Immediately after the conclusion of the AGM, the Company held the first meeting of the seventh session of the Supervisory Committee, in which the Supervisory Committee resolved the election of Mr. Tang Yu Kuan as the chairman of the seventh session of the Supervisory Committee.

By Order of the Board  
**Wang Hai Bo**  
*Chairman*

As at the date on the publication of this announcement, the Board comprises:

Mr. Wang Hai Bo (Executive Director)

Mr. Su Yong (Executive Director)

Mr. Zhao Da Jun (Executive Director)

Mr. Shen Bo (Non-executive Director)

Ms. Yu Xiao Yang (Non-executive Director)

Mr. Zhou Zhong Hui (Independent Non-executive Director)

Mr. Lam Yiu Kin (Independent Non-executive Director)

Mr. Xu Qing (Independent Non-executive Director)

Mr. Yang Chun Bao (Independent Non-executive Director)

Shanghai, the PRC

30 March 2020

*\* For identification purpose only*