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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 EXTRAORDINARY GENERAL MEETING

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 extraordinary general meeting of the Company (the “**EGM**”) held on Monday, 14 December 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 notice of the EGM dated 2 November 2020 and the circular (the “**Circular**”) of the Company dated 27 November 2020. Unless otherwise defined, terms used herein shall have the same meanings as those defined in the Circular.

1. CONVENING AND ATTENDANCE OF THE EGM

(1) Convening of the EGM

The EGM was held on Monday, 14 December 2020 at No. 308 Cailun Road, Zhangjiang Hi-tech Park, Pudong New Area, Shanghai, the PRC.

The EGM was convened by the Board and chaired by Mr. Wang Hai Bo, the chairman of the Board, as a physical meeting. No resolution has been vetoed or amended at the EGM. No new proposal has been submitted for voting and approval.

(2) Attendance of the EGM

On 14 December 2020, the total number of issued shares of the Company (the “**Shares**”) was 1,043,000,000 Shares, of which 703,000,000 Shares were A Shares and 340,000,000 Shares were H Shares.

At the EGM, Shanghai Pharmaceuticals and its associates, holding in aggregate 210,142,560 Shares (of which 139,578,560 Shares were A Shares and 70,564,000 Shares were H Shares) as at the date of this announcement, has abstained from voting on the resolution proposed at the EGM. As such, the total number of Shares entitling the holders to attend and vote on the resolution proposed at the EGM (the “**Voting Shares**”) was 832,857,440 Shares (of which 563,421,440 Shares were A Shares and 269,436,000 Shares were H Shares). The total number of Shares with voting rights represented by the Shareholders attending the EGM in person or by proxy was 502,006,428 Shares, representing approximately 60.3% of the total number of Voting Shares. Save disclosed above, no other Shareholders are required under the Listing Rules to abstain from voting on the relevant resolution.

There was no Share entitling the Shareholders to attend the EGM but abstain from voting in favour of the resolution as set out in Rule 13.40 of the Listing Rules.

The resolution proposed for approval at the EGM was taken by poll. The voting method of the EGM was on-site voting combined with internet voting, and all of the Directors, Supervisors, the company secretary and some of the management attended the EGM.

2. VOTING RESULTS OF THE EGM

Ordinary Resolution	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: “THAT: (1) the entering into of the Sales and Distribution Agreement dated 29 October 2020 between the Company and Shanghai Pharmaceuticals, a copy of which has been produced to the EGM for the purpose of identification, and the proposed annual caps for the three years ending 31 December 2023 for the continuing connected transactions contemplated thereunder be and are hereby approved and confirmed; and (2) any one of the directors of the Company be and is hereby authorized to do, approve and transact all such acts and things as the director may in his/her discretion consider necessary or desirable in connection therewith.”	502,003,084 (99.99933%)	205 (0.00004%)	3,139 (0.00063%)	502,006,428

The above resolution was duly passed at the EGM. Shareholders may refer to the Circular for details of the resolution.

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. WITNESSING BY LAWYERS

The EGM was witnessed by lawyers from Shanghai FANGDA PARTNERS, the PRC legal adviser of the Company, who concluded that the convening of the EGM was in compliance with the relevant requirements of the laws, administrative regulations and the Articles of Association. The eligibilities of the attendees, the convener of the EGM and the procedures and results of voting at the EGM were legal and valid.

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

14 December 2020

** For identification purpose only*