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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 2020 ANNUAL GENERAL MEETING, CLASS MEETING OF HOLDERS OF H SHARES AND CLASS MEETING OF HOLDERS OF A SHARES

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 2020 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 A shares of the Company (the “**Class Meeting of Holders of A Shares**”, together with the AGM and the Class Meeting of Holders of H Shares, collectively referred to as the “**Meetings**”) held on Thursday, 27 May 2021 at No. 1 Multifunction Room, No. 339 Jialilue Road, Zhangheng 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 and the circular (the “**Circular**”) dated 16 April 2021 and the supplemental circular (the “**Supplemental Circular**”) dated 7 May 2021 of the Company. Unless otherwise defined, terms used herein shall have the same meanings as those defined in the Circular and the Supplemental Circular.

1. CONVENING AND ATTENDANCE OF THE MEETINGS

The Meetings were held on Thursday, 27 May 2021 at No. 1 Multifunction Room, No. 339 Jialilue Road, Zhangheng Road, Zhangjiang Hi-tech Park, Pudong New Area, Shanghai, the PRC. None of the resolutions was vetoed or amended at the Meetings. No new resolution has been submitted for voting and approval. The voting of the Meetings was conducted by means of on-site voting and online voting, and the voting procedures were in compliance with the requirements of the Company Law of the PRC and the Articles of Association.

Each of the Meetings was convened by the Board and chaired by Mr. Wang Hai Bo, chairman of the Board. All of the Directors, Supervisors, the company secretary and some of the members of the senior management attended the Meetings.

Attendance of AGM

On 27 May 2021, 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 AGM, as disclosed in the Supplemental Circular, Mr. Wang Hai Bo, Mr. Su Yong and Mr. Zhao Da Jun, as Connected Participants holding in aggregate 99,460,000 A Shares as at the date of this announcement, have abstained from voting on the resolutions No. 11 to No. 13 proposed at the AGM . In addition, pursuant to the Listing Rules of the STAR Market of the Shanghai Stock Exchange (the “**Listing Rules of the STAR Market**”) , Mr. Li Jun, Mr. Zhou Ming, Shanghai Zhiyuan Investment Center LP, Shanghai Dayuan Investment Center LP, and Shanghai Chengyuan Investment Center LP, as the related shareholders of the Company holding in aggregate 62,545,260 A Shares as at the date of this announcement, have abstained from voting on the resolutions No. 11 to No. 13 proposed at the AGM.

Save disclosed above, no other Shareholders are required under the Listing Rules to abstain from voting on the relevant resolutions and there was no Share entitling the Shareholders to attend the AGM but abstain from voting in favour of the resolutions as set out in Rule 13.40 of the Listing Rules. As a result, the total number of Shares entitling the holders to attend and vote on each of the resolutions No.1 to No. 10 proposed at the AGM (the “**Voting Shares**”) was 1,043,000,000 Shares, of which 703,000,000 Shares were A Shares and 340,000,000 Shares were H Shares. The total number of Shares entitling the holders to attend and vote on each of the resolutions No. 11 to No. 13 proposed at the AGM was 880,994,740 Shares, of which 540,994,740 Shares were A Shares and 340,000,000 Shares were H Shares. The total number of Shares with voting rights represented by the Shareholders attending the AGM in person or by proxy was 710,977,743 Shares, representing approximately 68.16661% of the total number of Voting Shares.

Attendance of Class Meeting of Holders of H Shares

None of the Shareholders are required under the Listing Rules to abstain from voting on the relevant resolutions and there was no Share entitling the Shareholders to attend the Class Meeting of Holders of H Shares but abstain from voting in favour of the resolutions as set out in Rule 13.40 of the Listing Rules. As a result, 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 127,543,338 H Shares, representing approximately 37.51275% of the total number of relevant Voting Shares.

Attendance of Class Meeting of Holders of A Shares

At the Class Meeting of Holders of A Shares, as disclosed in the Supplemental Circular, Mr. Wang Hai Bo, Mr. Su Yong and Mr. Zhao Da Jun, as Connected Participants holding in aggregate 99,460,000 A Shares as at the date of this announcement, have abstained from voting on the resolutions No. 2 to No. 4 proposed at the Class Meeting of Holders of A Shares. In addition, pursuant to the Listing Rules of the STAR Market, Mr. Li Jun, Mr. Zhou Ming, Shanghai Zhiyuan Investment Center LP, Shanghai Dayuan Investment Center LP, and Shanghai Chengyuan Investment Center LP, as the related shareholders of the Company holding in aggregate 62,545,260 A Shares as at the date of this announcement, have abstained from voting on the resolutions No. 2 to No. 4 proposed at the Class Meeting of Holders of A Shares.

Save disclosed above, no other Shareholders are required under the Listing Rules to abstain from voting on the relevant resolutions and there was no Share entitling the Shareholders to attend the Class Meeting of Holders of A Shares but abstain from voting in favour of the resolutions as set out in Rule 13.40 of the Listing Rules. As a result, the total number of A Shares entitling the holders to attend and vote on resolution No. 1 proposed at the Class Meeting of Holders of A Shares was 703,000,000. The total number of A Shares entitling the holders to attend and vote on each of the resolutions No. 2 to No.4 proposed at the Class Meeting of Holders of A Shares was 540,994,740 A Shares. The total number of A Shares with voting rights represented by the Shareholders attending the Class Meeting of Holders of A Shares in person or by proxy was 582,384,405 A Shares, representing 82.84273% of the total number of A Voting Shares.

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 work report of the Board for 2020.	710,977,538 (99.99997%)	205 (0.00003%)	0 (0%)	710,977,743
2.	To consider and approve the work report of the Supervisory Committee for 2020.	710,977,538 (99.99997%)	205 (0.00003%)	0 (0%)	710,977,743
3.	To consider and approve the annual report for 2020.	710,977,538 (99.99997%)	205 (0.00003%)	0 (0%)	710,977,743
4.	To consider and approve financial report for 2020.	710,977,538 (99.99997%)	205 (0.00003%)	0 (0%)	710,977,743
5.	To consider and approve the proposed profits distribution plan and the final dividend distribution plan for 2020, and to authorize the Board to distribute such final dividend to the Shareholders.	710,977,538 (99.99997%)	205 (0.00003%)	0 (0%)	710,977,743
6.	To consider and approve the appointment of auditors (domestic and overseas) and internal control auditor, and authorize the Board to fix their remunerations for 2021.	710,977,538 (99.99997%)	205 (0.00003%)	0 (0%)	710,977,743
7.	To consider and approve the remuneration of the Directors and Supervisors for 2020 and the relevant proposal for 2021.	710,977,538 (99.99997%)	205 (0.00003%)	0 (0%)	710,977,743
8.	To consider and approve renewal of liability insurance for Directors, Supervisors and senior management.	710,977,538 (99.99997%)	205 (0.00003%)	0 (0%)	710,977,743
9.	To consider and approve the utilization of part of the over subscription proceeds from the Issue of A Shares for permanent replenishment of working capital.	710,977,538 (99.99997%)	205 (0.00003%)	0 (0%)	710,977,743

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 grant of the general mandate to the Board to repurchase the H Shares of the Company.	710,977,538 (99.99997%)	205 (0.00003%)	0 (0%)	710,977,743
11.	To consider and approve the proposal in relation to the 2021 Restricted Incentive Scheme of the Company (draft) and its summary.	543,297,041 (98.96617%)	5,675,442 (1.03383%)	0 (0%)	548,972,483
12.	To consider and approve the proposal in relation to the Assessment Management Measures for the implementation of the 2021 Restricted Incentive Scheme of the Company.	543,737,041 (99.04632%)	5,235,442 (0.95368%)	0 (0%)	548,972,483
13.	To consider and approve the proposal in relation to the authorization granted by the general meeting to the Board of Directors to deal with matters relating to the Restricted Incentive.	543,737,041 (99.04632%)	5,235,442 (0.95368%)	0 (0%)	548,972,483

- Notes: 1) Ordinary resolutions No.1-9 were passed by more than half of the shareholders attending the AGM and votes represented by them and cast in favour of such resolutions; and
2) Special resolutions No.10-13 were passed by more than two-thirds of the shareholders attending the AGM and votes represented by them and cast in favour of such resolutions.

(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 grant of the general mandate to the Board to repurchase the H Shares of the Company.	127,543,338 (100%)	0 (0%)	0 (0%)	127,543,338
2.	To consider and approve the proposal in relation to the 2021 Restricted Incentive Scheme of the Company (draft) and its summary.	121,868,101 (95.55035%)	5,675,237 (4.44965%)	0 (0%)	127,543,338
3.	To consider and approve the proposal in relation to the Assessment Management Measures for the implementation of the 2021 Restricted Incentive Scheme of the Company.	122,308,101 (95.89533%)	5,235,237 (4.10467%)	0 (0%)	127,543,338
4.	To consider and approve the proposal in relation to the authorization granted by the general meeting to the Board of Directors to deal with matters relating to the Restricted Incentive.	122,308,101 (95.89533%)	5,235,237 (4.10467%)	0 (0%)	127,543,338

Note: Special resolutions No.1-4 were passed by more than two-thirds of shareholders attending the Class Meeting of Holders of H Shares and votes represented by them and cast in favour of such resolutions.

(3) Voting results of Class Meeting of Holders of A 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 grant of the general mandate to the Board to repurchase the H Shares of the Company.	582,384,200 (99.99996%)	205 (0.00004%)	0 (0%)	582,384,405
2.	To consider and approve the proposal in relation to the 2021 Restricted Incentive Scheme of the Company (draft) and its summary.	420,378,940 (99.99995%)	205 (0.00005%)	0 (0%)	420,379,145
3.	To consider and approve the proposal in relation to the Assessment Management Measures for the implementation of the 2021 Restricted Incentive Scheme of the Company.	420,378,940 (99.99995%)	205 (0.00005%)	0 (0%)	420,379,145
4.	To consider and approve the proposal in relation to the authorization granted by the general meeting to the Board of Directors to deal with matters relating to the Restricted Incentive.	420,378,940 (99.99995%)	205 (0.00005%)	0 (0%)	420,379,145

Note: Special resolutions No.1-4 were passed by more than two-thirds of the shareholders attending the Class Meeting of Holders of A Shares and votes represented by them and cast in favour of such resolutions.

All the above resolutions were duly passed at each of the Meetings. Shareholders may refer to the Circular and Supplemental 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. WITNESSING BY LAWYERS

FANGDA PARTNERS, the PRC legal adviser of the Company, considers that the convening and convening procedures of the Meetings are in compliance with the relevant requirements of the laws, administrative regulations and the Articles of Association; the eligibility of the attendees and the convener, the voting procedures and poll results of the Meetings are 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

27 May 2021

** For identification purpose only*