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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,
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 extraordinary general meeting of the Company (the “**EGM**”), 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 EGM and the Class Meeting of Holders of H Shares, collectively referred to as the “**Meetings**”) held on Tuesday, 30 May 2023 at No. 308 Cailun Road, Zhangjiang Hi-tech Park, Pudong New Area, Shanghai, the PRC.

References are made to the notices of the Meetings and the circular (the “**Circular**”) dated 12 May 2023. Unless otherwise defined, terms used herein shall have the same meanings as those defined in the Circular.

1. CONVENING AND ATTENDANCE OF THE MEETINGS

The Meetings were held on Tuesday, 30 May 2023 at No. 308 Cailun Road, Zhangjiang Hi-tech Park, Pudong New Area, Shanghai, the PRC. Except the special resolutions No.1 and No.2 were not duly passed at the Class Meeting of Holders of H Shares, none of the other 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 EGM

On 30 May 2023, the total number of issued shares of the Company (the “**Shares**”) was 1,036,572,100 Shares, of which 710,572,100 Shares were A Shares and 326,000,000 Shares were H Shares (7,572,100 A Shares were issued by the Company on 11 May 2023 due to the completion for the first attribution of first grant under the 2021 Restricted Incentive Scheme of the Company).

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, were required to abstain and have abstained from voting on the resolution No.1 proposed at the EGM. As a result, the total number of Shares entitling the holders to attend and vote on the resolution No.1 proposed at the EGM (the “**Voting Shares I**”) was 826,429,540 Shares, of which 570,993,540 Shares were A Shares and 255,436,000 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 400,125,579 Shares, representing approximately 48.4162% of the Voting Shares I. The total number of Shares entitling the holders to attend and vote on each of the resolutions No.2 to No. 4 proposed at the EGM (the “**Voting Shares II**”) was 1,036,572,100 Shares, of which 710,572,100 Shares were A Shares and 326,000,000 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 610,268,139 Shares, representing approximately 58.8737% of the Voting Shares II.

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 EGM but abstain from voting in favour of the resolutions as set out in Rule 13.40 of the Listing Rules.

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 326,000,000 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 109,450,379 H Shares, representing approximately 33.5737% of the total number of H Shares of the Company.

Attendance of Class Meeting of Holders of A 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 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 each of the resolutions proposed at the Class Meeting of Holders of A Shares was 710,572,100 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 500,641,760 A Shares, representing 70.4562% of the total number of A Shares of the Company.

2. VOTING RESULTS OF THE MEETINGS

(1) Voting results of EGM

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: “THAT: (1) the entering into of the Sales and Distribution Agreement dated 30 March 2023 between the Company and Shanghai Pharmaceuticals, the transactions contemplated thereunder and the proposed annual caps for the three years ending 31 December 2026 be and are hereby approved, confirmed and ratified; 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 absolute discretion consider necessary or desirable in connection therewith.”	400,044,091 (99.9796%)	0 (0.0000%)	81,488 (0.0204%)	400,125,579
Special Resolutions		Number of votes cast and approximate percentage of total number of votes cast (%)			Total number of votes cast
		For	Against	Abstain	
2.	To consider and approve the amendments to the Articles of Association.	572,571,272 (93.8229%)	37,520,867 (6.1483%)	176,000 (0.0288%)	610,268,139
3.	To consider and approve the amendments to the rules of procedure for the general meeting.	572,571,272 (93.8229%)	37,520,867 (6.1483%)	176,000 (0.0288%)	610,268,139
4.	To consider and approve the amendments to the rules of procedure for the board of directors.	610,092,139 (99.9712%)	0 (0.0000%)	176,000 (0.0288%)	610,268,139
5.	To consider and approve the amendments to the rules of procedure for the supervisory committee.	610,092,139 (99.9712%)	0 (0.0000%)	176,000 (0.0288%)	610,268,139

Notes: 1) Ordinary resolution No.1 was duly passed by more than half of the shareholders attending the EGM and votes represented by them and cast in favour of resolution No.1; and
2) Special resolutions No.2-5 were duly passed by more than two-thirds of the shareholders attending the EGM 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 amendments to the Articles of Association.	72,011,000 (65.7933%)	37,439,379 (34.2067%)	0 (0.0000%)	109,450,379
2.	To consider and approve the amendments to the rules of procedure for the general meeting.	72,011,000 (65.7933%)	37,439,379 (34.2067%)	0 (0.0000%)	109,450,379
3.	To consider and approve the amendments to the rules of procedure for the board of directors.	109,450,379 (100.0000%)	0 (0.0000%)	0 (0.0000%)	109,450,379
4.	To consider and approve the amendments to the rules of procedure for the supervisory committee.	109,450,379 (100.0000%)	0 (0.0000%)	0 (0.0000%)	109,450,379

Notes: 1) As the special resolution No.1 and No.2 were not cast in favour of by more than two-thirds of shareholders attending the Class Meeting of Holders of H Shares and votes represented by them, the special resolution No.1 and No.2 were not duly passed;
2) Special resolutions No.3 and No.4 were duly 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 amendments to the Articles of Association.	500,560,272 (99.9837%)	81,488 (0.0163%)	0 (0.0000%)	500,641,760
2.	To consider and approve the amendments to the rules of procedure for the general meeting.	500,560,272 (99.9837%)	81,488 (0.0163%)	0 (0.0000%)	500,641,760
3.	To consider and approve the amendments to the rules of procedure for the board of directors.	500,641,760 (100.0000%)	0 (0.0000%)	0 (0.0000%)	500,641,760
4.	To consider and approve the amendments to the rules of procedure for the supervisory committee.	500,641,760 (100.0000%)	0 (0.0000%)	0 (0.0000%)	500,641,760

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

As disclosed in the Circular, the proposed amendments to the rules of procedure for the general meetings, rules of procedure for the Board of Directors and rules of procedure for the Supervisory Committee are subject to the approval by Shareholders at the EGM and the Class Meetings and the corresponding amendments to the Articles of Association becoming effective. As the proposed amendments to the Articles of Association in special resolution No.1 was not passed at the Class Meeting of Holders of H Shares and would not become effective, the amendments to the rules of procedure for the general meetings, rules of procedure for the Board of Directors and rules of procedure for the Supervisory Committee would not become effective.

All the other resolutions were duly passed at each of the Meetings by way of poll. 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.

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 PRC laws, regulations and the Articles of Association; the eligibility of the attendees, the voting procedures and poll results of the Meetings are legal and valid.

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)

Shanghai, the PRC

30 May 2023

** For identification purpose only*