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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 2022 ANNUAL GENERAL MEETING;  
ELECTION OF THE BOARD, THE SUPERVISORY COMMITTEE  
AND THE SPECIAL COMMITTEES OF THE BOARD AND  
APPOINTMENT OF SENIOR MANAGEMENT; AND  
DISTRIBUTION OF FINAL DIVIDEND**

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 2022 annual general meeting of the Company (the “**AGM**”) 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 notice of the AGM (the “**Notice**”) and the circular (the “**Circular**”) dated 26 April 2023 and the announcement of the Company dated 12 May 2023 in relation to withdrawal of certain resolutions at the AGM (the “**Withdrawal Announcement**”). Unless otherwise defined, terms used herein shall have the same meanings as those defined in the Circular.

## 1. CONVENING AND ATTENDANCE OF THE AGM

The AGM was held on Tuesday, 30 May 2023 at No. 308 Cailun Road, Zhangjiang Hi-tech Park, Pudong New Area, Shanghai, the PRC. As disclosed in the Withdrawal Announcement, the special resolutions numbered 15, 16, 17 and 18 in the Notice (the “**Withdrawn Resolutions**”) in relation to the proposed amendments to the Articles of Association and the procedural rules were withdrawn from voting by the Shareholders at the AGM, and the sequence of other resolutions in the AGM will be renumbered accordingly. Except for the Withdrawn Resolutions which were withdrawn and no longer applicable, all the proposed resolutions set out in the Notice were passed by way of poll. No resolution has been vetoed or amended at the AGM. No new resolution has been submitted for voting and approval. The voting of the AGM 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.

The AGM 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 AGM.

### *Attendance of AGM*

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 of the 2021 Restricted Incentive Scheme of the Company).

The total number of Shares entitling the holders to attend and vote on each of the resolutions proposed at the AGM (the “**Voting Shares**”) 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 AGM in person or by proxy was 608,985,544 Shares, representing approximately 58.7499% of the total number of Voting Shares.

None of 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 and abstain from voting in favour of the resolutions as set out in Rule 13.40 of the Listing Rules. None of the Shareholders have stated their intention in the Circular to vote against any of the resolutions proposed at the AGM or to abstain from voting.

## 2. VOTING RESULTS OF THE 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 2022.	608,915,339 (99.9885%)	70,205 (0.0115%)	0 (0.0000%)	608,985,544
2.	To consider and approve the (work) report of the Supervisory Committee for 2022.	608,915,339 (99.9885%)	70,205 (0.0115%)	0 (0.0000%)	608,985,544
3.	To consider and approve the annual report for 2022.	608,915,339 (99.9885%)	70,205 (0.0115%)	0 (0.0000%)	608,985,544
4.	To consider and approve the financial analysis report for 2022.	608,915,339 (99.9885%)	70,205 (0.0115%)	0 (0.0000%)	608,985,544
5.	To consider and approve the proposed profits distribution plan and the final dividend distribution plan for 2022, and to authorize the Board to distribute such final dividend to the Shareholders.	608,972,339 (99.9978%)	13,205 (0.0022%)	0 (0.0000%)	608,985,544
6.	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 2023.	608,972,339 (99.9978%)	13,205 (0.0022%)	0 (0.0000%)	608,985,544
7.	To consider and approve the remuneration of the Directors and Supervisors for 2022 and the relevant proposal for 2023.	608,915,339 (99.9885%)	70,205 (0.0115%)	0 (0.0000%)	608,985,544
8.	To consider and approve the utilisation of part of the over subscription proceeds from the Issue of A Shares for permanent replenishment of working capital.	608,915,339 (99.9885%)	70,205 (0.0115%)	0 (0.0000%)	608,985,544
9.	To consider and approve the next three-year (2023-2025) shareholders' dividend return plan.	608,972,339 (99.9978%)	13,205 (0.0022%)	0 (0.0000%)	608,985,544
10.	To consider and approve the liability insurance for directors, supervisors and senior management.	608,731,339 (99.9583%)	70,205 (0.0115%)	184,000 (0.0302%)	608,985,544
11.	To consider and approve the re-election and election of the following candidates as the executive Directors of the eighth session of the Board:				
11.1	To consider and approve the re-election of Mr. Zhao Da Jun as an executive Director; and	585,331,339 (96.1158%)	23,654,205 (3.8842%)	0 (0.0000%)	608,985,544
11.2	To consider and approve the election of Ms. Xue Yan as an executive Director.	608,860,339 (99.9794%)	125,205 (0.0206%)	0 (0.0000%)	608,985,544
12.	To consider and approve the re-election of the following candidates as the non-executive Directors of the eighth session of the Board:				
12.1	To consider and approve the re-election of Mr. Shen Bo as a non-executive Director; and	584,145,851 (95.9211%)	24,839,693 (4.0789%)	0 (0.0000%)	608,985,544
12.2	To consider and approve the re-election of Ms. Yu Xiao Yang as a non-executive Director.	608,860,339 (99.9794%)	125,205 (0.0206%)	0 (0.0000%)	608,985,544
13.	To consider and approve the election of the following candidates as the independent non-executive Directors of the eighth session of the Board:				
13.1	To consider and approve the election of Mr. Wang Hong Guang as an independent non-executive Director;	608,914,339 (99.9883%)	71,205 (0.0117%)	0 (0.0000%)	608,985,544
13.2	To consider and approve the election of Mr. Lam Siu Wing as an independent non-executive Director; and	608,914,339 (99.9883%)	71,205 (0.0117%)	0 (0.0000%)	608,985,544
13.3	To consider and approve the election of Mr. Xu Pei Long as an independent non-executive Director.	608,914,339 (99.9883%)	71,205 (0.0117%)	0 (0.0000%)	608,985,544

Ordinary Resolutions		Number of votes cast and approximate percentage of total number of votes cast (%)			Total number of votes cast
		For	Against	Abstain	
14.	To consider and approve the re-election and election of the following candidates as the Supervisors of the eighth session of the Supervisory Committee:				
14.1	To consider and approve the re-election of Mr. Huang Jian as an external Supervisor; and	608,915,339 (99.9885%)	70,205 (0.0115%)	0 (0.0000%)	608,985,544
14.2	To consider and approve the election of Mr. Zhou Ai Guo as a shareholder representative Supervisor.	608,915,339 (99.9885%)	70,205 (0.0115%)	0 (0.0000%)	608,985,544
Special Resolution		Number of votes cast and approximate percentage of total number of votes cast (%)			Total number of votes cast
		For	Against	Abstain	
15.	<p>To consider and approve the granting to the Board a general mandate to issue A Shares:</p> <p>“THAT:</p> <p>(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:</p> <p>(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;</p> <p>(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;</p> <p>(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</p> <p>(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.</p> <p>(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:</p> <p>(i) the conclusion of the next annual general meeting subsequent to the passing of this resolution;</p> <p>(ii) the expiration of the period of 12 months from the date on which this resolution is passed; or</p> <p>(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.</p>	581,180,851 (95.4343%)	27,804,693 (4.5657%)	0 (0.0000%)	608,985,544

Special Resolution	Number of votes cast and approximate percentage of total number of votes cast (%)			Total number of votes cast
	For	Against	Abstain	
(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. ”				

- Notes:* 1) Ordinary resolutions No.1-14 were duly 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 resolution No.15 was duly passed by more than two-thirds of the shareholders attending the AGM and votes represented by them and cast in favour of such resolutions.

All the resolutions were duly passed at the AGM 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 AGM 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 AGM are legal and valid.

### **3. ELECTION OF THE BOARD, THE SUPERVISORY COMMITTEE AND THE SPECIAL COMMITTEES OF THE BOARD AND APPOINTMENT OF SENIOR MANAGEMENT**

At the AGM, Mr. Zhao Da Jun and Ms. Xue Yan were elected as executive Directors of the eighth session of the Board of the Company; Mr. Shen Bo and Ms. Yu Xiao Yang were elected as non-executive Directors of the eighth session of the Board of the Company; Mr. Wang Hong Guang, Mr. Lam Siu Wing and Mr. Xu Pei Long were elected as independent non-executive Directors of the eighth session of the Board of the Company; Mr. Huang Jian was elected as external Supervisors of the eighth session of the Supervisory Committee of the Company; Mr. Zhou Ai Guo was elected as shareholder representative Supervisor of the eighth session of the Supervisory Committee of the Company. The Company has held an employee's representatives meeting to elect Ms. Qu Ya Nan as employee representative Supervisors, together with Mr. Huang Jian and Mr. Zhou Ai Guo forming the eighth session of the Supervisory Committee of the Company.

After AGM, Mr. Wang Hai Bo, Mr. Su Yong, Mr. Zhou Zhong Hui, Mr. Lam Yiu Kin, Mr. Xu Qing and Mr. Yang Chun Bao has retired upon expiry of their respective terms of office as Directors of the Company. As disclosed in the announcement of the Company dated 27 March 2023, each of the abovementioned Directors has confirmed with the Company that they have no disagreement with the Company and there is no other matter in relation to their retirement that needs to be brought to the attention of the Shareholders and the Stock Exchange.

The term of office of the eighth session of the Board and the Supervisory Committee of the Company shall be three years, which takes effect from the date of being elected at the AGM. 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 Appendix II of the Circular and the announcement of the Company dated 27 March 2023 and 29 May 2023. As at the date of this announcement, Mr. Zhao Da Jun is interested in 15,620,710 A shares of the Company, representing approximately 1.51% of the total issued share capital of the Company. As at the date of this announcement, Ms. Xue is interested in 1,980,000 A shares and 50,000 H shares of the Company, representing approximately 0.20% of the total issued share capital of the Company. Save for the above, as of the date of this announcement, there are no other changes in the information of Directors and Supervisors required to be disclosed set out in Appendix II of the Circular and the announcement of the Company dated 27 March 2023 and 29 May 2023.

Immediately after the conclusion of the AGM, the Company held the first meeting of the eighth session of the Board, in which the Board resolved the election of Mr. Zhao Da Jun as the chairman of the eighth session of the Board, and the composition of the members of the special committees of the eighth session of the Board of the Company as follows:

1. Strategy Committee of the eighth session of the Board: Mr. Zhao Da Jun, Mr. Wang Hong Guang and Mr. Xu Pei Long. Mr. Zhao Da Jun was elected as the chairman of the committee;
2. Audit Committee of the eighth session of the Board: Mr. Lam Siu Wing, Mr. Shen Bo and Mr. Wang Hong Guang. Mr. Lam Siu Wing was elected as the chairman of the committee;
3. Remuneration Committee of the eighth session of the Board: Wang Hong Guang, Mr. Lam Siu Wing and Mr. Xu Pei Long. Mr. Wang Hong Guang was elected as the chairman of the committee;
4. Nomination Committee of the eighth session of the Board: Mr. Xu Pei Long, Mr. Zhao Da Jun and Mr. Lam Siu Wing. Mr. Xu Pei Long was elected as the chairman of the committee.

At the same meeting, the Board approved the appointments of the following individuals as senior management of the Company: (1) Mr. Zhao Da Jun as the General Manager of the Company; (2) Ms. Xue Yan as the Deputy General Manager, Company Secretary and the Chief Financial Officer of the Company; (3) Mr. Li Jun, Ms. Li Xiao Wen, Mr. Qin Lei and Ms. Yu Dai Qing as the Deputy General Manager; and (4) Mr. Chen Yu as the Deputy General Manager of the Company and the General Manager of Taizhou Fudan-Zhangjiang Pharmaceutical Co., Ltd. (a subsidiary of the Company). The terms of office of the above individuals are effective from 30 May 2023 for a period of three years, which was consistent with the term of office of the eighth session of the Board.

Immediately after the conclusion of the AGM, the Company held the first meeting of the eighth session of the Supervisory Committee, in which the Supervisory Committee resolved the election of Mr. Huang Jian as the chairman of the eighth session of the Supervisory Committee.

#### **4. DISTRIBUTION OF FINAL DIVIDEND**

On 11 May 2023, the Company has issued 7,572,100 A Shares due to the completion for the first attribution of first grant of the 2021 Restricted Incentive Scheme of the Company. As at the date of this announcement, the total number of issued shares of the Company was 1,036,572,100 Shares, of which 710,572,100 Shares were A Shares and 326,000,000 Shares were H Shares. The declaration and payment of the final dividend for the year ended 31 December 2022 of RMB0.07 per share (tax inclusive) was approved at the AGM, amounting to a total dividend of approximately RMB72,560,047 (tax inclusive) (of which, the share capital of A Shares was 710,572,100 representing dividend to be paid is about RMB49,740,047 and the share capital of H Shares is 326,000,000 representing dividend to be paid is about RMB22,820,000). The final dividend is expected to be distributed on or before Friday, 25 August 2023 to all Shareholders whose names appear on the register of the Company on Monday, 12 June 2023. Final dividend for holders of H Shares will be declared and calculated in RMB, and be paid in Hong Kong dollars. The applicable exchange rate for calculating the amount of dividend on H Shares is HK\$1 = RMB0.8770 (representing a final dividend of HK\$0.0798 (tax inclusive) payable per H Share.), being the average selling rates promulgated by People's Bank of China within one week before the date of declaration of the dividend.

To determine the identity of the shareholders entitled to receive the final dividend, the register of holders of H Shares of the Company will be closed from Wednesday, 7 June 2023 to Monday, 12 June 2023 (both days inclusive) during which no transfer of H Shares will be registered. In order to qualify for entitlement to the proposed final dividend, all transfers of H Shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's Hong Kong Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 6 June 2023.

For details of withholding and payment of income tax for dividends, please refer to the Circular.

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*