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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 2021 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 2021 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 Wednesday, 29 June 2022 at Bibo Room, PARKYARD HOTEL, No.699 Bibo Road, Pudong New Area, Shanghai, the PRC.

References are made to the notices of the Meetings and the circular (the “**Circular**”) dated 19 April 2022, and the supplemental notices of the Meetings and the supplemental circular (the “**Supplemental Circular**”) dated 15 June 2022. 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 Wednesday, 29 June 2022 at Bibo Room, PARKYARD HOTEL, No.699 Bibo Road, Pudong New Area, Shanghai, the PRC. Except the special resolution No. 1 was 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 AGM

On 29 June 2022, the total number of issued shares of the Company (the “**Shares**”) was 1,029,000,000 Shares, of which 703,000,000 Shares were A Shares and 326,000,000 Shares were H Shares. (14,000,000 H Shares repurchased by the Company during the period from 2 July 2021 to 19 May 2022 were cancelled on 7 June 2022. The Company is currently undergoing the statutory registration and filing procedures in the PRC.)

At the AGM, pursuant to the Listing Rules of the STAR Market of the Shanghai Stock Exchange, Mr. Su Yong, as the related shareholder of the Company holding 18,317,860 A Shares as at the date of this announcement, has abstained from voting on the resolution No.10 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. 9 and No.11 to No 15 proposed at the AGM (the “**Voting Shares**”) was 1,029,000,000 Shares, of which 703,000,000 Shares were A Shares and 326,000,000 Shares were H Shares. The total number of Shares entitling the holders to attend and vote on each of the resolutions No.10 proposed at the AGM was 1,010,682,140 Shares, of which 684,682,140 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 630,574,330 Shares, representing approximately 61.2803% 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 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 112,689,207 H Shares, representing approximately 34.5672% of the total number of relevant Voting Shares.

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 703,000,000 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 517,864,123 A Shares, representing 73.6649% 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 2021.	630,082,862 (99.9221%)	490,848 (0.0778%)	620 (0.0001%)	630,574,330
2.	To consider and approve the (work) report of the Supervisory Committee for 2021.	630,082,862 (99.9221%)	490,848 (0.0778%)	620 (0.0001%)	630,574,330
3.	To consider and approve the annual report for 2021.	630,082,862 (99.9221%)	490,848 (0.0778%)	620 (0.0001%)	630,574,330
4.	To consider and approve financial analysis report for 2021.	630,082,862 (99.9221%)	490,848 (0.0778%)	620 (0.0001%)	630,574,330
5.	To consider and approve the proposed profits distribution plan and the final dividend distribution plan for 2021, and to authorize the Board to distribute such final dividend to the Shareholders.	630,082,862 (99.9221%)	490,848 (0.0778%)	620 (0.0001%)	630,574,330
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 2022.	630,082,862 (99.9221%)	490,848 (0.0778%)	620 (0.0001%)	630,574,330
7.	To consider and approve the remuneration of the Directors and Supervisors for 2021 and the relevant proposal for 2022.	630,082,862 (99.9221%)	490,848 (0.0778%)	620 (0.0001%)	630,574,330
8.	To consider and approve the proposal in amendments to the Administrative Measures for Use of Proceeds.	630,082,862 (99.9221%)	490,848 (0.0778%)	620 (0.0001%)	630,574,330
9.	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.	630,082,862 (99.9221%)	490,848 (0.0778%)	620 (0.0001%)	630,574,330
10.	To consider and approve the cooperative development agreement with Shanghai Handu Pharmaceutical Technology Co., Limited.	610,135,002 (99.6535%)	490,848 (0.0802%)	1,630,620 (0.2663%)	612,256,470
Special Resolutions		Number of votes cast and approximate percentage of total number of votes cast (%)			Total number of votes cast
		For	Against	Abstain	
11.	To consider and approve the proposal in amendments to the Articles of Association.	589,871,377 (93.5451%)	40,702,333 (6.4548%)	620 (0.0001%)	630,574,330
12.	To consider and approve the proposal in amendments to the rules of procedure for the general meeting.	630,082,862 (99.9221%)	490,848 (0.0778%)	620 (0.0001%)	630,574,330
13.	To consider and approve the proposal in amendments to the rules of procedure for the board of directors.	630,082,862 (99.9221%)	490,848 (0.0778%)	620 (0.0001%)	630,574,330
14.	To consider and approve the proposal in amendments to the rules of procedure for the supervisory committee.	630,082,862 (99.9221%)	490,848 (0.0778%)	620 (0.0001%)	630,574,330

Special Resolutions		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:</p> <p>“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.</p> <p>“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> <p>(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. ”</p>	599,030,092 (94.9975%)	31,543,618 (5.0024%)	620 (0.0001%)	630,574,330

Notes: 1) Ordinary resolutions No.1-10 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.11-15 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 proposal in amendments to the Articles of Association.	72,555,000 (64.3850%)	40,134,207 (35.6150%)	0 (0.0000%)	112,689,207
2.	To consider and approve the proposal in amendments to the rules of procedure for the general meeting.	112,689,207 (100.0000%)	0 (0.0000%)	0 (0.0000%)	112,689,207
3.	To consider and approve the proposal in amendments to the rules of procedure for the board of directors.	112,689,207 (100.0000%)	0 (0.0000%)	0 (0.0000%)	112,689,207
4.	To consider and approve the proposal in amendments to the rules of procedure for the supervisory committee.	112,689,207 (100.0000%)	0 (0.0000%)	0 (0.0000%)	112,689,207
5.	<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:</p> <p>“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.</p> <p>“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> <p>(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.”</p>	81,968,437 (72.7385%)	30,720,770 (27.2615%)	0 (0.0000%)	112,689,207

Note: 1) Special resolutions No.2-5 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;

2) As the special resolution No. 1 was 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 was not duly passed.

(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 proposal in amendments to the Articles of Association.	517,295,377 (99.8902%)	568,126 (0.1097%)	620 (0.0001%)	517,864,123
2.	To consider and approve the proposal in amendments to the rules of procedure for the general meeting.	517,372,655 (99.9051%)	490,848 (0.0948%)	620 (0.0001%)	517,864,123
3.	To consider and approve the proposal in amendments to the rules of procedure for the board of directors.	517,372,655 (99.9051%)	490,848 (0.0948%)	620 (0.0001%)	517,864,123
4.	To consider and approve the proposal in amendments to the rules of procedure for the supervisory committee.	517,372,655 (99.9051%)	490,848 (0.0948%)	620 (0.0001%)	517,864,123
	To consider and approve the granting to the Board a general mandate to issue A Shares: “ THAT: (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: (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; (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; (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 (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. (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: (i) the conclusion of the next annual general meeting subsequent to the passing of this resolution; (ii) the expiration of the period of 12 months from the date on which this resolution is passed; or (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. (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.”				
5.		517,040,655 (99.8410%)	822,848 (0.1589%)	620 (0.0001%)	517,864,123

Note: Special resolutions No.1-5 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.

As the special resolution No. 1 proposed at the Class Meeting of Holders of H Shares was 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 was not duly passed at the Class Meeting of Holders of H Shares.

All the other 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 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.

4. DISTRIBUTION OF FINAL DIVIDEND

The declaration and payment of the final dividend for the year ended 31 December 2021 of RMB0.07 per share (tax inclusive), amounting to a total dividend of approximately RMB72,030,000 (tax inclusive), were approved at the AGM. The final dividend is expected to be distributed on or before Friday, 26 August 2022 to all Shareholders whose names appear on the register of the Company on Tuesday, 12 July 2022. 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 = RMB0.8148, 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 Thursday, 7 July 2022 to Tuesday, 12 July 2022 (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 Wednesday, 6 July 2022.

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

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

29 June 2022

** For identification purpose only*