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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 2014 ANNUAL 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 2014 annual general meeting (the “**AGM**”) held on Friday, 29 May 2015 at No. 308 Cailun Road, Zhangjiang Hi-tech Park, Pudong New Zone, Shanghai, the People’s Republic of China (the “**PRC**”).

Reference is made to the notice of the AGM and the circular (the “**Circular**”) of the Company dated 9 April 2015. Unless otherwise defined, terms used herein shall have the same meanings as those defined in the Circular.

1. CONVENING AND ATTENDANCE OF THE AGM

(1) Convening of the AGM

The AGM was held on Friday, 29 May 2015 at No. 308 Cailun Road, Zhangjiang Hi-tech Park, Pudong New Zone, Shanghai, the PRC.

The AGM was convened by the Board and chaired by Mr. Wang Hai Bo, the Chairman of the Company, as a physical meeting. None of the resolutions has been vetoed or amended at the AGM. No new proposal has been submitted for voting and approval.

(2) Attendance of the AGM

On 29 May 2015, the total number of issued shares of the Company (the “Shares”) was 923,000,000 Shares, of which 583,000,000 Shares were domestic 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 at the AGM was 923,000,000 Shares. The total number of Shares with voting rights represented by the Shareholders attending the AGM in person or by proxy was 689,470,556 Shares, representing approximately 74.70% of the total number of issued Shares.

There was no Share entitling the Shareholders to attend and abstain from voting in favour as set out in Rule 13.40 of the Listing Rules. No Shareholder was required under the Listing Rules to abstain from voting at the AGM.

Each resolution proposed for approval at the AGM was taken by poll.

Some of the Directors and Supervisors of the Company and the company secretary attended the AGM. The AGM was convened and conducted in compliance with the requirements of the relevant laws and regulations and the Articles of Association of the Company.

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 report of the Board for the year 2014.	689,470,556 (100%)	0 (0%)	0 (0%)	689,470,556
2. To consider and approve the report of the Supervisory Committee for the year 2014.	689,470,556 (100%)	0 (0%)	0 (0%)	689,470,556
3. To consider and approve the audited financial statements and the auditors' report for the year 2014.	689,470,556 (100%)	0 (0%)	0 (0%)	689,470,556

4. To consider and approve the proposed profit distribution plan for the year ended 31 December 2014 and the final dividend distribution plan for the year ended 31 December 2014, and to authorize the Board to distribute such final dividend to the Company's Shareholders.	689,190,556 (99.96%)	280,000 (0.04%)	0 (0%)	689,470,556
5. To consider and approve the election of auditors (international and statutory) and to authorize the Board to fix their remunerations for the year 2015.	689,470,556 (100%)	0 (0%)	0 (0%)	689,470,556
6. To consider and approve the proposal in relation to remuneration of the Directors and Supervisors for the year 2015, and to authorize the Board to implement the proposal.	689,470,556 (100%)	0 (0%)	0 (0%)	689,470,556
7. To consider and approve the appointment of Mr. Xu Qing as an independent non-executive Director.	689,470,556 (100%)	0 (0%)	0 (0%)	689,470,556
8. To consider and approve the appointment of Mr. Zhou Xi as a Supervisor.	689,470,556 (100%)	0 (0%)	0 (0%)	689,470,556

Special Resolutions	Number of votes cast and approximate percentage of total number of votes cast (%)			Total number of votes cast
	For	Against	Abstain	
<p>9. To consider and approve the granting of a general mandate to the Board to issue the shares of the Company (please refer to the notice of the AGM contained in the Circular for details) and to authorize the Board:</p> <p>(a) to approve, enter into, procure to enter into and engage in all documents, agreements and matters which it deems to be in connection with the issue of such new shares, including but not limited to the time, place and method of such issue, to make all necessary applications to the relevant authorities, and to enter into underwriting agreement (or any other agreements);</p> <p>(b) to determine the use of proceeds and to make necessary filings and registration with the PRC, and Hong Kong authorities and other relevant authorities; and</p> <p>(c) to make amendments to the Articles of Association of the Company as deemed appropriate for the increase of the Company's registered capital and to reflect the new share capital structure of the Company under the intended allotment and issue of the shares of the Company pursuant to this resolution.</p>	<p>679,814,807 (98.60%)</p>	<p>9,655,749 (1.40%)</p>	<p>0 (0%)</p>	<p>689,470,556</p>

All the above resolutions were duly passed. Shareholders may refer to the Circular for details of the resolutions.

The auditor of the Company, PricewaterhouseCoopers, Certified Public Accountants, was appointed as scrutineer for vote-taking. The poll results were subject to scrutiny by PricewaterhouseCoopers, 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. The work performed by PricewaterhouseCoopers 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.

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)

Ms. Ke Ying (Non-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)

Shanghai, the PRC

29 May 2015

** For identification purpose only*