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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 2015 ANNUAL GENERAL MEETING CLASS MEETING OF HOLDERS OF H SHARES AND CLASS MEETING OF HOLDERS OF DOMESTIC 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 2015 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 domestic shares of the Company (the “**Class Meeting of Holders of Domestic Shares**” , together with the AGM and the Class Meeting of Holders of H Shares, collectively referred to as the “**Meetings**”) held on Friday, 13 May 2016 at No. 308 Cailun Road, Zhangjiang Hi-tech Park, Pudong New Area, Shanghai, the People’s Republic of China (the “**PRC**”).

Reference is made to the notices of the Meetings of the Company dated 29 March 2016, the supplemental notice of AGM dated 26 April 2016 (together with the notices of the Meetings of the Company dated 29 March 2016, collectively referred to as the “**Notices**”), the circular of the Company dated 13 April 2016 and the supplemental circular of the Company dated 26 April 2016 (together with the circular of the Company dated 13 April 2016, collectively referred to as the “**Circulars**”). Unless otherwise defined, terms used herein shall have the same meanings as those defined in the Circulars.

## **1. CONVENING AND ATTENDANCE OF THE MEETINGS**

### **(1) Convening of the Meetings**

The Meetings were held on Friday, 13 May 2016 at No. 308 Cailun Road, Zhangjiang Hi-tech Park, Pudong New Area, Shanghai, the PRC.

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

### **(2) Attendance of the Meetings**

On 13 May 2016, 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.

#### ***Attendance of AGM***

Except for Resolution 8, 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 633,967,904 Shares, representing approximately 68.69% of the total number of Shares.

For Resolution 8, Shanghai Pharmaceuticals Holding Co., Ltd., and its associates, holding 210,142,560 Shares as at the date of the Meetings, abstained from voting on such ordinary resolution. The total number of Shares entitling the holders to attend and vote on the ordinary resolution at the AGM was 712,857,440 Shares. The total number of Shares with voting rights represented by Shareholders attending the AGM in person or by proxy was 494,389,344 Shares.

#### ***Attendance of Class Meeting of Holders of H Shares***

The total number of H Shares entitling the holders to attend and vote on the resolutions 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 121,951,904 H Shares, representing 35.87% of the total number of H Shares.

#### ***Attendance of Class Meeting of Holders of Domestic Shares***

The total number of Domestic Shares entitling the holders to attend and vote on the resolutions at the Class Meeting of the Holders of Domestic Shares was 583,000,000 Domestic Shares. The total number of Domestic Shares with voting rights represented by the Shareholders attending the Class Meeting of Holders of Domestic Shares in person or by proxy was 583,000,000 Domestic Shares, representing 100.00% of the total number of Domestic Shares.

There was no Share entitling the Shareholders to attend the Meetings but abstain from voting in favour of the resolutions as set out in Rule 13.40 of the Listing Rules. Save as disclosed above, no other Shareholder was required under the Listing Rules to abstain from voting at the Meetings.

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

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

## 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 report of the Board for the year 2015.  | 633,967,904<br>(100%)   | 0<br>(0%) | 0<br>(0%) | 633,967,904                |
| 2.                   | To consider and approve the report of the Supervisory Committee for the year 2015.  | 633,967,904<br>(100%)   | 0<br>(0%) | 0<br>(0%) | 633,967,904                |
| 3.                   | To consider and approve the audited financial statements and the auditors' report for the year 2015.  | 633,967,904<br>(100%)   | 0<br>(0%) | 0<br>(0%) | 633,967,904                |
| 4.                   | To consider and approve the proposed profit distribution plan for the year ended 31 December 2015 and the final dividend distribution plan for the year ended 31 December 2015, and to authorize the Board to distribute such final dividend to its Shareholders. | 633,967,904<br>(100%)   | 0<br>(0%) | 0<br>(0%) | 633,967,904                |
| 5.                   | To consider and approve the election of auditors (domestic and overseas) and authorize the Board to fix their remunerations   | 633,967,904<br>(100%)   | 0<br>(0%) | 0<br>(0%) | 633,967,904                |

|    |  |                         |                       |           |             |
|----|--|-------------------------|-----------------------|-----------|-------------|
|    | for the year 2016.   |                         |                       |           |             |
| 6. | To consider and approve the proposal in relation to remuneration of the Directors and Supervisors for the year 2016, and to authorize the Board to implement the proposal.   | 633,967,904<br>(100%)   | 0<br>(0%)             | 0<br>(0%) | 633,967,904 |
| 7. | To consider and approve the appointment of Mr. Liu Xiao Long as an independent Supervisor.   | 633,967,904<br>(100%)   | 0<br>(0%)             | 0<br>(0%) | 633,967,904 |
| 8. | To consider and approve:<br><b>“THAT:</b><br>(1) the entering into of the Supplemental Agreement dated 18 March 2016 between the Company and Shanghai Pharmaceuticals Holding Co., Ltd., a copy of which has been produced to the AGM for the purpose of identification, and the revised annual cap for the year ending 31 December 2016 for the continuing connected transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and<br>(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 discretion consider necessary or desirable in connection therewith.” | 494,389,344<br>(100%)   | 0<br>(0%)             | 0<br>(0%) | 494,389,344 |
| 9. | To consider and approve the proposal in relation to the authorization to the Board to, in accordance with the applicable laws and regulations and the listing rules of the places where the Shares are listed, as well as  | 605,910,851<br>(95.57%) | 28,057,053<br>(4.43%) | 0<br>(0%) | 633,967,904 |

|                            |   |  |           |           |                                   |
|----------------------------|---|--|-----------|-----------|-----------------------------------|
|                            | in the best interest of the Company, purchase wealth management products and deal with all relevant matters thereof, which include but are not limited to determining the terms of wealth management contracts, executing the relevant contracts and legal documents and handling all the relevant formalities. |  |           |           |                                   |
| 10.                        | To consider and approve the adoption of the Regulations for Information Disclosure.   | 633,967,904<br>(100%)  | 0<br>(0%) | 0<br>(0%) | 633,967,904                       |
| 11.                        | To consider and approve the adoption of the Administrative Rules of Connected/Related-party Transactions.   | 633,967,904<br>(100%)  | 0<br>(0%) | 0<br>(0%) | 633,967,904                       |
| 12.                        | To consider and approve the adoption of the Administrative Rules of Use of Proceeds.  | 633,967,904<br>(100%)  | 0<br>(0%) | 0<br>(0%) | 633,967,904                       |
| 13.                        | To consider and approve the adoption of the Regulations for Financing and External Guarantee.   | 633,967,904<br>(100%)  | 0<br>(0%) | 0<br>(0%) | 633,967,904                       |
| 14.                        | To consider and approve the adoption of the Administrative Rules of Major Decisions on Investment and Operation.  | 633,967,904<br>(100%)  | 0<br>(0%) | 0<br>(0%) | 633,967,904                       |
| <b>Special Resolutions</b> |   | <b>Number of votes cast and approximate percentage of total number of votes cast (%)</b> |           |           | <b>Total number of votes cast</b> |
|                            |   | For  | Against   | Abstain   |                                   |
| 15.                        | To consider and approve the adoption of the Rules of Procedures for General Meeting.  | 633,967,904<br>(100%)  | 0<br>(0%) | 0<br>(0%) | 633,967,904                       |
| 16.                        | To consider and approve the adoption of the Rules of Procedures for Board Meeting.  | 633,967,904<br>(100%)  | 0<br>(0%) | 0<br>(0%) | 633,967,904                       |

|     |  |                       |                     |           |             |
|-----|--|-----------------------|---------------------|-----------|-------------|
| 17. | To consider and approve the adoption of the Rules of Procedures for the Supervisory Committee.   | 633,967,904<br>(100%) | 0<br>(0%)           | 0<br>(0%) | 633,967,904 |
| 18. | To consider and approve the extension of the validity period of the resolution in respect of the proposed issue of not more than 27,000,000 A shares with a nominal value of RMB0.10 each (the “ <b>Issue of A Shares</b> ”), which will be listed on the Shanghai Stock Exchange. The valid period of the resolution on the Issue of A Shares is 12 months immediately following the expiration of the original validity period (i.e. 10 August 2016) of such resolution. | 633,967,904<br>(100%) | 0<br>(0%)           | 0<br>(0%) | 633,967,904 |
| 19. | To consider and approve the extension of the authorization period to the Board to deal with matters relating to the Issue of A Shares. The term of the extended authorization, if the proposed extension to the authorization period is approved by the Shareholders at the AGM and the Class Meetings, shall be a period of 12 months immediately following the expiration of the original validity period (i.e. 10 August 2016) of such authorization.                   | 633,967,904<br>(100%) | 0<br>(0%)           | 0<br>(0%) | 633,967,904 |
| 20. | To consider and approve the resolution as set out in the Supplemental Notice of AGM in relation to the granting of a general mandate to the Directors to issue the shares of the Company.  | 605,462,000<br>5.50%  | 28,505,904<br>4.50% | 0<br>(0%) | 633,967,904 |

**(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 extension of the validity period of the resolution in respect of the Issue of A Shares, which will be listed on the Shanghai Stock Exchange. The valid period of the resolution on the Issue of A Shares is 12 months immediately following the expiration of the original validity period (i.e. 10 August 2016) of such resolution.   | 121,951,904<br>(100%)   | 0<br>(0%) | 0<br>(0%) | 121,951,904                |
| 2.                  | To consider and approve the extension of the authorization period to the Board to deal with matters relating to the Issue of A Shares. The term of the extended authorization, if the proposed extension to the authorization period is approved by the Shareholders at the AGM and the Class Meetings, shall be a period of 12 months immediately following the expiration of the original validity period (i.e. 10 August 2016) of such authorization. | 121,951,904<br>(100%)   | 0<br>(0%) | 0<br>(0%) | 121,951,904                |

**(3) Voting results of Class Meeting of Holders of Domestic 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 extension of the validity period of the resolution in respect of the Issue of A Shares, which will be listed on the Shanghai Stock Exchange. The valid period of the resolution on the Issue of A Shares is 12 months immediately following the expiration of the original validity period (i.e. 10 August 2016) of such resolution.   | 583,000,000<br>(100 %)  | 0<br>(0%) | 0<br>(0%) | 583,000,000                |
| 2.                  | To consider and approve the extension of the authorization period to the Board to deal with matters relating to the Issue of A Shares. The term of the extended authorization, if the proposed extension to the authorization period is approved by the Shareholders at the AGM and the Class Meetings, shall be a period of 12 months immediately following the expiration of the original validity period (i.e. 10 August 2016) of such authorization. | 583,000,000<br>(100 %)  | 0<br>(0%) | 0<br>(0%) | 583,000,000                |

All the above resolutions were duly passed at each of the Meetings. Shareholders may refer to the Notices and the Circulars for details of the resolutions.

The auditor of the Company, PricewaterhouseCoopers, 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

13 May 2016

*\* For identification purpose only*