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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 2023 ANNUAL GENERAL MEETING; 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 2023 annual general meeting of the Company (the “**AGM**”) held on Thursday, 27 June 2024 at conference room, ground floor, PARKYARD HOTEL, No. 699 Bibo Road, Pudong New Area, Shanghai, the PRC.

References are made to the notice of the AGM (the “**Notice**”) and the circular (the “**Circular**”) dated 29 April 2024. 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 Thursday, 27 June 2024 at conference room, ground floor, PARKYARD HOTEL, No. 699 Bibo Road, Pudong New Area, Shanghai, the PRC. All resolutions set out in the Notice has been proposed at the AGM. No new resolution has been submitted for voting and approval. The voting of the AGM was conducted by means of poll at the venue of the AGM or via online facilities, 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. Zhao Da Jun, chairman of the Board. All of the Directors, Supervisors, the company secretary and other senior management attended the AGM.

Attendance of AGM

On 27 June 2024, 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.

The total number of Shares entitling the holders to attend and vote on each of the resolutions proposed at the AGM (the “**Eligible 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 575,763,111 Shares, representing approximately 55.5449% of the total number of Eligible 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 the year ended 31 December 2023.	575,112,008 (99.8869%)	125,103 (0.0217%)	526,000 (0.0914%)	575,763,111
2.	To consider and approve the (work) report of the Supervisory Committee for the year ended 31 December 2023.	575,112,008 (99.8869%)	125,103 (0.0217%)	526,000 (0.0914%)	575,763,111
3.	To consider and approve the annual report and its summary of the Company for the year ended 31 December 2023 for A Shares; and the audited financial statements and the auditors' report for the year ended 31 December 2023 for H Shares.	575,112,008 (99.8869%)	125,103 (0.0217%)	526,000 (0.0914%)	575,763,111
4.	To consider and approve the financial analysis report for the year ended 31 December 2023.	575,112,008 (99.8869%)	125,103 (0.0217%)	526,000 (0.0914%)	575,763,111
5.	To consider and approve the proposed profit distribution plan and the final dividend distribution plan for 2023, and to authorise the Board to distribute such final dividend to the Shareholders.	575,112,008 (99.8869%)	651,103 (0.1131%)	0 (0.0000%)	575,763,111
6.	To consider and authorise the Board to determine the 2024 interim profit distribution scheme of the Company.	575,112,008 (99.8869%)	592,761 (0.1030%)	58,342 (0.0101%)	575,763,111
7.	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 2024.	575,638,008 (99.9783%)	66,761 (0.0116%)	58,342 (0.0101%)	575,763,111
8.	To consider and approve the remuneration of the Directors and Supervisors for 2023 and their proposed remuneration for 2024.	575,112,008 (99.8869%)	592,761 (0.1030%)	58,342 (0.0101%)	575,763,111
9.	To consider and approve the utilisation of remaining balance of the over subscription proceeds from the issue of A Shares for permanent replenishment of working capital.	575,638,008 (99.9783%)	66,761 (0.0116%)	58,342 (0.0101%)	575,763,111
Special Resolution		Number of votes cast and approximate percentage of total number of votes cast (%)			Total number of votes cast
		For	Against	Abstain	
10.	To consider and approve the amendments to the Articles of Association.	564,483,009 (98.0408%)	11,221,760 (1.9491%)	58,342 (0.0101%)	575,763,111
11.	To consider and approve the amendments to the rules of procedure for the general meeting.	575,638,008 (99.9783%)	125,103 (0.0217%)	0 (0.0000%)	575,763,111
12.	To consider and approve the amendments to the rules of procedure for the board of directors.	575,638,008 (99.9783%)	125,103 (0.0217%)	0 (0.0000%)	575,763,111
13.	To consider and approve the amendments to the rules of procedure for the supervisory committee.	575,638,008 (99.9783%)	125,103 (0.0217%)	0 (0.0000%)	575,763,111

Special Resolution		Number of votes cast and approximate percentage of total number of votes cast (%)			Total number of votes cast
		For	Against	Abstain	
14.	<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> <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>	564,892,009 (98.1119%)	10,871,102 (1.8881%)	0 (0.0000%)	575,763,111

Notes: 1) Ordinary resolutions No.1-9 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.10-14 were 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.

The resolution nos. 1 to 9 were duly passed as ordinary resolutions and resolution nos. 10 to 14 were duly passed as special resolutions of the Company at the AGM by way of poll. Shareholders may refer to the Circular and the Notice 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 convener of the meeting and the attendees, the voting procedures and poll results of the AGM are legal and valid.

3. DISTRIBUTION OF FINAL DIVIDEND

As the payment of the final dividend was approved at the AGM, the final dividend is expected to be distributed on or before Monday, 26 August 2024 to all Shareholders whose names appear on the register of the Company on Friday, 12 July 2024. 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 = RMB0.9248 (representing a final dividend of HK\$0.0757 (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 Sunday, 7 July 2024 to Friday, 12 July 2024 (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 Friday, 5 July 2024.

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

27 June 2024

** For identification purpose only*