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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 2025 ANNUAL GENERAL MEETING;
ELECTION OF THE BOARD; AND
APPOINTMENT OF SENIOR MANAGEMENT**

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 2025 annual general meeting of the Company (the “**AGM**”) held on Thursday, 28 May 2026 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**”), the circular (the “**Circular**”) and the clarification announcement dated 29 April 2026. 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, 28 May 2026 at No. 308 Cailun Road, Zhangjiang Hi-tech Park, Pudong New Area, Shanghai, the PRC. None of the resolutions was 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 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, the company secretary and other senior management attended the AGM.

Attendance of AGM

On 28 May 2026, 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.

Save for resolution No.6, 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 498,563,947 Shares, representing approximately 48.0974% of the total number of Eligible Shares. As at the date of the AGM, the Company held no treasury Shares (as defined under the Hong Kong Listing Rules). In respect of resolution No.6, at the AGM, in accordance with the listing rules for the Sci-Tech Innovation Board of the Shanghai Stock Exchange, the executive Directors and employee Director of the Company, holding an aggregate of 17,639,710 Shares of the Company as at the date of this announcement, were required to abstain from voting on resolution No.6 proposed at the AGM.

Save for the above, none of the Shareholders is required under the Hong Kong 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 Hong Kong Listing Rules. None of the Shareholders has 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

Special Resolution		Number of votes cast and approximate percentage of total number of votes cast (%)			Total number of votes cast
		For	Against	Abstain	
1.	<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>	495,151,725 (99.3156%)	3,222,201 (0.6463%)	190,021 (0.0381%)	498,563,947

Ordinary Resolutions		Number of votes cast and approximate percentage of total number of votes cast (%)			Total number of votes cast
		For	Against	Abstain	
2.	To consider and approve the (work) report of the Board for the year ended 31 December 2025.	497,372,902 (99.7611%)	859,098 (0.1723%)	331,947 (0.0666%)	498,563,947
3.	To consider and approve 2025 annual report and its summary of the Company for A Shares; and the audited financial statements and the auditors' report for the year ended 31 December 2025 for H Shares.	497,354,701 (99.7575%)	885,030 (0.1775%)	324,216 (0.0650%)	498,563,947
4.	To consider and approve the proposed profit distribution plan and the final dividend distribution plan for 2025.	496,756,401 (99.6374%)	1,557,316 (0.3124%)	250,230 (0.0502%)	498,563,947
5.	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 2026.	495,986,077 (99.4829%)	2,320,098 (0.4654%)	257,772 (0.0517%)	498,563,947
6.	To consider and approve the remuneration of the Directors and Supervisors for 2025 and the relevant of the Directors for 2026.	479,160,613 (99.6333%)	1,550,412 (0.3224%)	213,212 (0.0443%)	480,924,237
7.	To consider and approve the next three-year (2026-2028) shareholders' dividend return plan.	497,362,871 (99.7591%)	950,346 (0.1906%)	250,730 (0.0503%)	498,563,947
8.	To consider and approve the formulation of the rule of remuneration management for directors and senior management personnel.	497,357,524 (99.7580%)	942,969 (0.1891%)	263,454 (0.0528%)	498,563,947

Ordinary Resolutions to be voted by way of cumulative voting		Number of votes and number of votes as a percentage of the valid voting rights present at the AGM (%)
9.	To consider and approve the re-election of the following candidates as the executive Directors of the ninth session of the Board:	
9.1	To consider and approve the re-election of Mr. Zhao Da Jun as an executive Director; and	495,063,550 (99.2979%)
9.2	To consider and approve the re-election of Ms. Xue Yan as an executive Director.	494,510,148 (99.1869%)
10.	To consider and approve the re-election and election of the following candidates as the non-executive Directors of the ninth session of the Board:	
10.1	To consider and approve the election of Mr. Zhong Tao as a non-executive Director; and	495,416,951 (99.3688%)
10.2	To consider and approve the re-election of Ms. Yu Xiao Yang as a non-executive Director.	495,113,751 (99.3080%)
11.	To consider and approve the re-election of the following candidates as the independent non-executive Directors of the ninth session of the Board:	
11.1	To consider and approve the re-election of Mr. Wang Hong Guang as an independent non-executive Director;	495,454,599 (99.3763%)
11.2	To consider and approve the re-election of Mr. Lam Siu Wing as an independent non-executive Director; and	495,116,872 (99.3086%)
11.3	To consider and approve the re-election of Mr. Xu Pei Long as an independent non-executive Director.	494,700,666 (99.2251%)

- Notes: 1) Special resolution No.1 was duly passed by more than two-thirds of the Shareholders attending the AGM (in person or by proxy) cast in favour of such resolutions;
- 2) Ordinary resolutions No.2-8 were duly passed by more than half of the Shareholders attending the AGM (in person or by proxy) cast in favour of such resolutions;
- 3) Ordinary resolutions No.9-11, being cumulative voting resolutions, were duly passed by more than half of the votes cast by Shareholders attending the AGM (in person or by proxy), calculated based on non-cumulative voting Shares.

All resolutions were duly passed 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 (the “PwC”), was appointed as scrutineer for vote-taking. The poll results were checked by PwC, 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 PwC. The work performed by PwC 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. ELECTION OF THE BOARD AND APPOINTMENT OF SENIOR MANAGEMENT

The Company held AGM and the fourth meeting of the third session of the employee’s representatives meeting on 28 May 2026, at which members of the ninth session of the Board of the Company were elected. At the AGM, Mr. Zhao Da Jun and Ms. Xue Yan were re-elected as executive Directors of the ninth session of the Board of the Company; Mr. Zhong Tao was elected and Ms. Yu Xiao Yang was re-elected as non-executive Directors of the ninth session of the Board of the Company; Mr. Wang Hong Guang, Mr. Lam Siu Wing and Mr. Xu Pei Long were re-elected as independent non-executive Directors of the ninth session of the Board of the Company. At the employee’s representatives meeting of the Company, Ms. Qu Ya Nan was elected as employee Director of the ninth session of the Board of the Company.

After AGM, Mr. Shen Bo has retired upon expiry of his term of office as non-executive Director of the Company. As disclosed in the announcement of the Company dated 30 March 2026 and as at the date of this announcement, Mr. Shen Bo has confirmed with the Company that he has no disagreement with the Company and there is no other matter in relation to his retirement that needs to be brought to the attention of the Shareholders and the Stock Exchange.

The term of office of the ninth session of the Board 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 Hong Kong Listing Rules, please refer to the Appendix III of the Circular. Save for the above, as of the date of this announcement, there are no other changes in the information of Directors required to be disclosed set out in Appendix III of the Circular.

Immediately following the conclusion of the AGM, the Company held the first extraordinary meeting of the ninth session of the Board, considered and approved the appointments of the following individuals as senior management of the Company: (1) Ms. Xue Yan was appointed as the general manager of the Company and continue to serve as chief financial officer of the Company; (2) Ms. Yu Dai Qing and Mr. Chen Yu continue to serve as deputy general manager of the Company; and (3) Mr. Liang Jun was appointed as the deputy general manager of the Company. The terms of office of the above individuals are effective from 28 May 2026 for a period of three years, which was consistent with the term of office of the ninth session of the Board.

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. Zhong Tao (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)

Ms. Qu Ya Nan (Employee Director)

Shanghai, the PRC

28 May 2026

** For identification purpose only*