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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 limited company incorporated in the People's Republic of China)

(Stock code: 8231)

POLL RESULTS OF 2012 ANNUAL GENERAL MEETING CLASS MEETING OF THE HOLDERS OF H SHARES AND CLASS MEETING OF THE 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 2012 annual general meeting (the “**AGM**”), the class meeting of the holders of H shares (the “**H Shareholders Class Meeting**”) and the class meeting of the holders of domestic shares (the “**Domestic Shareholders Class Meeting**”, together with the AGM and H Shareholders Class Meeting, collectively referred to as the “**Meetings**”) held at No. 308 Cailun Road, Zhangjiang Hi-tech Park, Pudong New Zone, Shanghai, the People’s Republic of China (the “**PRC**”) on Thursday, 30 May 2013.

Reference is made to the notices of the Meetings and the circular (the “**Circular**”) dated 12 April 2013 of the Company. Unless otherwise defined, terms used herein shall have the same meanings as those defined in the Circular.

1. CONVENING AND ATTENDANCE OF THE MEETINGS

(1) Convening of the Meetings

The Meetings were held at No. 308 Cailun Road, Zhangjiang Hi-tech Park, Pudong New Zone, Shanghai, PRC on Thursday, 30 May 2013.

The Meetings were convened by the Board and chaired by Mr. Wang Hai Bo, the Chairman of the Company, as on-site meetings. 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 30 May 2013, the total number of issued shares of the Company (the “**Shares**”) was 852,000,000 Shares, of which 512,000,000 Shares were Domestic Shares and 340,000,000 Shares were H Shares.

Attendance of AGM

Except for Resolutions 7, 8 and 13, the total number of Shares entitling the holders to attend and vote for or against the resolutions at the AGM was 852,000,000 Shares. The total number of Shares entitling the holders to attend and vote only against the resolutions at the AGM was 0. The total number of Shares with voting rights represented by the holders of Shares (the “**Shareholders**”) attending the AGM in person or by proxy was 613,520,000 Shares, representing approximately 72.01% of the total number of issued Shares.

For Resolutions 7 and 8, Shanghai Pharmaceutical, a promoter and substantial shareholder, and its associates abstained from voting on the ordinary resolutions. The total number of Shares entitling the holders to attend and vote for or against Resolutions 7 and 8 at the AGM was 641,857,440 Shares. The total number of Shares entitling the holders to attend and vote only against Resolutions 7 and 8 at the AGM was 0. The total number of Shares with voting rights represented by Shareholders attending the AGM in person or by proxy was 403,377,440 Shares.

For Resolution 13, Mr. Wang Hai Bo, Mr. Su Yong and Mr. Zhao Da Jun, the executive Directors of the Company, and their associates, collectively holding 85,460,000 Shares, abstained from voting on the special resolution as they have material interests in this. The total number of Shares entitling the holders to attend and vote for or against this special resolution at the AGM was 766,540,000 Shares. The total number of Shares entitling the holders to attend and vote only against Resolution 13 at the AGM was 0. The total number of Shares with voting rights represented by Shareholders attending the AGM in person or by proxy was 528,060,000 Shares.

Attendance of H Shareholders Class Meeting

The total shares entitling the holders to attend and vote for or against the resolutions at the H Shareholders Class Meeting were 340,000,000 shares. The total share entitling the holders to attend and vote only against the resolutions at the H Shareholders Class Meeting was 0. The total shares with voting rights represented by the shareholders attending the H Shareholders Class Meeting were 101,520,000 shares, representing 29.86% of the total issued H shares of the Company.

Attendance of Domestic Shareholders Class Meeting

Except for Resolution 1, the total shares entitling the holders to attend and vote for or against the resolutions at the Domestic Shareholders Class Meeting were 512,000,000 shares. The total share entitling the holders to attend and vote only against the resolutions at the Domestic Shareholders Class Meeting was 0. The total shares with voting rights represented by the

shareholders attending the Domestic Shareholders Class Meeting were 512,000,000 shares, representing 100% of the total issued Domestic Shares of the Company.

For Resolution 1, Mr. Wang Hai Bo, Mr. Su Yong and Mr. Zhao Da Jun, the executive Directors of the Company, and their associates, collectively holding 85,460,000 Shares, abstained from voting on the special resolution as they have material interests in this. The total number of Shares entitling the holders to attend and vote for or against this special resolution at the Domestic Shareholders Class Meeting was 426,540,000 Shares. The total number of Shares entitling the holders to attend and vote only against Resolution 1 at the Domestic Shareholders Class Meeting was 0. The total number of Shares with voting rights represented by Shareholders attending the Domestic Shareholders Class Meeting in person or by proxy was 426,540,000 Shares.

Certain Directors, Supervisors and the Company Secretary attended the Meetings. The Meetings were 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 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. Resolved to approve the report of the Directors for the year ended 31 December 2012.	613,520,000 (100%)	0 (0%)	0 (0%)	613,520,000
2. Resolved to approve the report of the Supervisory Committee for the year ended 31 December 2012.	613,520,000 (100%)	0 (0%)	0 (0%)	613,520,000
3. Resolved to approve the audited consolidated financial statements and the reports of the auditors for the year ended 31 December 2012.	613,520,000 (100%)	0 (0%)	0 (0%)	613,520,000
4. Resolved to approve the profit distribution plan for the year ended 31 December 2012 with no dividend distribution.	613,520,000 (100%)	0 (0%)	0 (0%)	613,520,000
5. Resolved to approve the re-appointment of auditors (domestic and overseas) and authorize the Board to fix their remunerations for the year 2013.	613,520,000 (100%)	0 (0%)	0 (0%)	613,520,000
6. Resolved to approve the remuneration policies for	613,520,000	0	0	613,520,000

Ordinary Resolutions	Number of votes cast and approximate percentage of total number of votes cast (%)			Total number of votes cast
	For	Against	Abstain	
the Directors and Supervisors of the Company for the year ending 31 December 2013 and to authorize the Board to implement such remuneration policies.	(100%)	(0%)	(0%)	
7. Resolved to approve the entering into of the sales and distribution agreement (the “Sales and Distribution Agreement”) with Shanghai Pharmaceuticals Distribution Co., Ltd. and the annual caps for the three financial years ending 31 December 2015 for the continuing connected transactions contemplated thereunder: “THAT (1) the entering into of the Sales and Distribution Agreement dated 19 March 2013 between the Company and Shanghai Pharmaceuticals Distribution Co., Ltd., a copy of which has been produced to the AGM for the purpose of identification, and the annual caps for the three financial years ending 31 December 2015 for the continuing connected transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and (2) that 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.”	403,377,440 (100%)	0 (0%)	0 (0%)	403,377,440
8. Resolved to approve the entering into of the strategic cooperation agreement for innovative pharmaceuticals research and development (the “Strategic Cooperation Agreement”) with Shanghai Pharmaceuticals Holding Co., Ltd. and the annual caps for the three financial years ending 31 December 2016 for the continuing connected transactions contemplated thereunder:	403,377,440 (100%)	0 (0%)	0 (0%)	403,377,440

Ordinary Resolutions	Number of votes cast and approximate percentage of total number of votes cast (%)			Total number of votes cast
	For	Against	Abstain	
<p>“THAT</p> <p>(1) the entering into of the Strategic Cooperation Agreement dated 19 March 2013 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 annual caps for the three financial years ending 31 December 2016 for the continuing connected transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and</p> <p>(2) that 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.”</p>				
9. Resolved to approve the appointment of Ms. Yu Xiao Yang as a non-executive Director.	613,272,000 (99.96%)	248,000 (0.04%)	0 (0%)	613,520,000
10. Resolved to approve the appointment of Mr. Zhou Zhong Hui as an independent non-executive Director.	613,520,000 (100%)	0 (0%)	0 (0%)	613,520,000
11. Resolved to approve the appointment of Mr. Zhao Wen Bin as a Supervisor.	613,520,000 (100%)	0 (0%)	0 (0%)	613,520,000
12. Resolved to approve the appointment of Mr. Li Ning Jian as a Supervisor.	613,520,000 (100%)	0 (0%)	0 (0%)	613,520,000

Special Resolutions	Number of votes cast and approximate percentage of total number of votes cast (%)			Total number of votes cast
	For	Against	Abstain	
<p>13. To consider and, if thought fit, pass the following resolution:</p> <p>“THAT:</p> <p>(1) the Board be and is hereby authorized to conduct the Second Grant of not more than 35,500,000 Restricted Shares within two (2) years commencing from the Adoption Date pursuant to the Restricted Share Scheme;</p> <p>(2) under the Second Grant, the grants of Restricted Shares to three executive Directors, a Supervisor, a director of a subsidiary of the Company and a supervisor of a subsidiary of the Company at the grant price of RMB0.51 per Restricted Share, that is, 3,000,000 Restricted Shares to Mr. Wang Hai Bo, 2,000,000 Restricted Shares to Mr. Su Yong, 2,000,000 Restricted Shares to Mr. Zhao Da Jun, 870,000 Restricted Shares to Ms. Zhang Manjuan, 800,000 Restricted Shares to Mr. Zhou Ming and 800,000 Restricted Shares to Ms. Lu Rong be and are hereby approved; and</p> <p>(3) the Board be and is hereby authorized to do all acts and things as they consider necessary or expedient or desirable in connection with the implementation of the Restricted Share Scheme, including but not limited to, approve and sign the relevant capital increase agreements, contracts and other documents, amend the articles of association of the Company according to the result of the exercise of the Restricted Share Scheme, deal with the relevant approval, registration and filing procedures with the relevant domestic and overseas regulatory authorities and other matters in relation to the implementation of the Shareholders’ approvals.”</p>	528,060,000 (100%)	0 (0%)	0 (0%)	528,060,000

Special Resolutions	Number of votes cast and approximate percentage of total number of votes cast (%)			Total number of votes cast
	For	Against	Abstain	
<p>14. To consider and, if thought fit, pass the following resolution:</p> <p>“THAT:</p> <p>(1) conditional upon the conditions (as set out in the paragraph headed “Conditions for Transfer of Listing” in the Circular), the proposed transfer of listing (the “Transfer of Listing”) of the H Shares from the Growth Enterprise Market (the “GEM”) of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) to the main board (the “Main Board”) of the Stock Exchange, be and is hereby approved, confirmed and ratified in all aspects;</p> <p>(2) the Board be and is hereby authorized to do all such acts or things and to take all such steps and execute any documents (and where applicable, to affix the seal of the Company) as it considers necessary, desirable or expedient to effect and implement the Transfer of Listing, including but not limited to:</p> <p>(a) determining the timetable thereof;</p> <p>(b) making any applications and submissions to the Stock Exchange for the Transfer of Listing;</p> <p>(c) filing with China Securities Regulatory Commission in respect of the Transfer of Listing;</p> <p>(d) entering into any documents/agreements (including but not limited to any agreements for the engagement of the financial or legal advisers);</p> <p>(e) amend the articles of association of the Company upon the completion of the Transfer of Listings, deal with the relevant approval, registration and filing procedures with the relevant industry and commerce administration authorities and other matters in relation to the implementation of the Shareholders’ approvals; and</p> <p>(f) executing (with or without amendments) all other documents, submitting for approval or filing any such or related documents, taking all other steps and action as the Board in its opinion considers necessary, desirable or expedient to implement the Transfer of Listing and the transactions contemplated thereunder.”</p>	<p>613,520,000</p> <p>(100%)</p>	<p>0</p> <p>(0%)</p>	<p>0</p> <p>(0%)</p>	<p>613,520,000</p>

(2) Voting results of H Shareholders Class Meeting

Special Resolutions	Number of votes cast and approximate percentage of total number of votes cast (%)			Total number of votes cast
	For	Against	Abstain	
<p>1. To consider and, if thought fit, pass the following resolution:</p> <p>“THAT:</p> <p>(1) the Board be and is hereby authorized to conduct the Second Grant of not more than 35,500,000 Restricted Shares within two (2) years commencing from the Adoption Date pursuant to the Restricted Share Scheme;</p> <p>(2) under the Second Grant, the grants of Restricted Shares to three executive Directors, a Supervisor, a director of a subsidiary of the Company and a supervisor of a subsidiary of the Company at the grant price of RMB0.51 per Restricted Share, that is, 3,000,000 Restricted Shares to Mr. Wang Hai Bo, 2,000,000 Restricted Shares to Mr. Su Yong, 2,000,000 Restricted Shares to Mr. Zhao Da Jun, 870,000 Restricted Shares to Ms. Zhang Manjuan, 800,000 Restricted Shares to Mr. Zhou Ming and 800,000 Restricted Shares to Ms. Lu Rong be and are hereby approved; and</p> <p>(3) the Board be and is hereby authorized to do all acts and things as they consider necessary or expedient or desirable in connection with the implementation of the Restricted Share Scheme, including but not limited to, approve and sign the relevant capital increase agreements, contracts and other documents, amend the articles of association of the Company according to the result of the exercise of the Restricted Share Scheme, deal with the relevant approval, registration and filing procedures with the relevant domestic and overseas regulatory authorities and other matters in relation to the implementation of the Shareholders’ approvals.”</p>	<p>101,272,000</p> <p>(99.76%)</p>	<p>248,000</p> <p>(0.24%)</p>	<p>0</p> <p>(0%)</p>	<p>101,520,000</p>

Special Resolutions	Number of votes cast and approximate percentage of total number of votes cast (%)			Total number of votes cast
	For	Against	Abstain	
<p>2. To consider and, if thought fit, pass the following resolution:</p> <p>“THAT:</p> <p>(1) conditional upon the conditions (as set out in the paragraph headed “Conditions for Transfer of Listing” in the Circular), the proposed transfer of listing (the “Transfer of Listing”) of the H Shares from the Growth Enterprise Market (the “GEM”) of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) to the main board (the “Main Board”) of the Stock Exchange, be and is hereby approved, confirmed and ratified in all aspects;</p> <p>(2) the Board be and is hereby authorized to do all such acts or things and to take all such steps and execute any documents (and where applicable, to affix the seal of the Company) as it considers necessary, desirable or expedient to effect and implement the Transfer of Listing, including but not limited to:</p> <p>(a) determining the timetable thereof;</p> <p>(b) making any applications and submissions to the Stock Exchange for the Transfer of Listing;</p> <p>(c) filing with China Securities Regulatory Commission in respect of the Transfer of Listing;</p> <p>(d) entering into any documents/agreements (including but not limited to any agreements for the engagement of the financial or legal advisers);</p> <p>(e) amend the articles of association of the Company upon the completion of the Transfer of Listings, deal with the relevant approval, registration and filing procedures with the relevant industry and commerce administration authorities and other matters in relation to the implementation of the Shareholders’ approvals; and</p> <p>(f) executing (with or without amendments) all other documents, submitting for approval or filing any such or related documents, taking all other steps and action as the Board in its opinion considers necessary, desirable or expedient to implement the Transfer of Listing and the transactions contemplated thereunder.”</p>	<p>101,520,000</p> <p>(100%)</p>	<p>0</p> <p>(0%)</p>	<p>0</p> <p>(0%)</p>	<p>101,520,000</p>

(3) Voting results of Domestic Shareholders Class Meeting

Special Resolutions	Number of votes cast and approximate percentage of total number of votes cast (%)			Total number of votes cast
	For	Against	Abstain	
<p>1. To consider and, if thought fit, pass the following resolution:</p> <p>“THAT:</p> <p>(1) the Board be and is hereby authorized to conduct the Second Grant of not more than 35,500,000 Restricted Shares within two (2) years commencing from the Adoption Date pursuant to the Restricted Share Scheme;</p> <p>(2) under the Second Grant, the grants of Restricted Shares to three executive Directors, a Supervisor, a director of a subsidiary of the Company and a supervisor of a subsidiary of the Company at the grant price of RMB0.51 per Restricted Share, that is, 3,000,000 Restricted Shares to Mr. Wang Hai Bo, 2,000,000 Restricted Shares to Mr. Su Yong, 2,000,000 Restricted Shares to Mr. Zhao Da Jun, 870,000 Restricted Shares to Ms. Zhang Manjuan, 800,000 Restricted Shares to Mr. Zhou Ming and 800,000 Restricted Shares to Ms. Lu Rong be and are hereby approved; and</p> <p>(3) the Board be and is hereby authorized to do all acts and things as they consider necessary or expedient or desirable in connection with the implementation of the Restricted Share Scheme, including but not limited to, approve and sign the relevant capital increase agreements, contracts and other documents, amend the articles of association of the Company according to the result of the exercise of the Restricted Share Scheme, deal with the relevant approval, registration and filing procedures with the relevant domestic and overseas regulatory authorities and other matters in relation to the implementation of the Shareholders’ approvals.”</p>	<p>426,540,000</p> <p>(100%)</p>	<p>0</p> <p>(0%)</p>	<p>0</p> <p>(0%)</p>	<p>426,540,000</p>

Special Resolutions	Number of votes cast and approximate percentage of total number of votes cast (%)			Total number of votes cast
	For	Against	Abstain	
<p>2. To consider and, if thought fit, pass the following resolution:</p> <p>“THAT:</p> <p>(1) conditional upon the conditions (as set out in the paragraph headed “Conditions for Transfer of Listing” in the Circular), the proposed transfer of listing (the “Transfer of Listing”) of the H Shares from the Growth Enterprise Market (the “GEM”) of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) to the main board (the “Main Board”) of the Stock Exchange, be and is hereby approved, confirmed and ratified in all aspects;</p> <p>(2) the Board be and is hereby authorized to do all such acts or things and to take all such steps and execute any documents (and where applicable, to affix the seal of the Company) as it considers necessary, desirable or expedient to effect and implement the Transfer of Listing, including but not limited to:</p> <p>(a) determining the timetable thereof;</p> <p>(b) making any applications and submissions to the Stock Exchange for the Transfer of Listing;</p> <p>(c) filing with China Securities Regulatory Commission in respect of the Transfer of Listing;</p> <p>(d) entering into any documents/agreements (including but not limited to any agreements for the engagement of the financial or legal advisers);</p> <p>(e) amend the articles of association of the Company upon the completion of the Transfer of Listings, deal with the relevant approval, registration and filing procedures with the relevant industry and commerce administration authorities and other matters in relation to the implementation of the Shareholders’ approvals; and</p> <p>(f) executing (with or without amendments) all other documents, submitting for approval or filing any such or related documents, taking all other steps and action as the Board in its opinion considers necessary, desirable or expedient to implement the Transfer of Listing and the transactions contemplated thereunder.”</p>	<p>512,000,000</p> <p>(100%)</p>	<p>0</p> <p>(0%)</p>	<p>0</p> <p>(0%)</p>	<p>512,000,000</p>

All the above resolutions were duly passed. Shareholders may refer to the notices of the Meetings and the Circular 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, Certified Public Accountants, 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. Fang Jing (Non-executive Director)

Ms. Ke Ying (Non-executive Director)

Mr. Shen Bo (Non-executive Director)

Ms. Yu Xiao Yang (Non-executive Director)

Mr. Pan Fei (Independent Non-executive Director)

Mr. Cheng Lin (Independent Non-executive Director)

Mr. Weng De Zhang (Independent Non-executive Director)

Mr. Zhou Zhong Hui (Independent Non-executive Director)

Shanghai, the PRC

30 May 2013

** For identification purpose only*

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market (“GEM”) of the Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, (i) the information contained in this announcement is accurate and complete in all material respects and not misleading; (ii) there are no other matters the omission of which would make any statement in this announcement misleading; and (iii) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

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