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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 2013 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 2013 annual general meeting (the “**AGM**”), held on Friday, 30 May 2014 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 2014. 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, 30 May 2014 at No. 308 Cailun Road, Zhangjiang Hi-tech Park, Pudong New Zone, Shanghai, PRC.

The AGM was convened by the Board and chaired by Mr. Wang Hai Bo, the Chairman of the Company, as an on-site 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 30 May 2014, 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 for or against the resolutions at the AGM was 923,000,000 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 the Shares (the “Shareholders”) attending the AGM in person or by proxy was 603,237,000 Shares, representing approximately 65.36% of the total number of issued Shares.

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. Resolved to approve the report of the Board for the year 2013.	603,237,000 (100%)	0 (0%)	0 (0%)	603,237,000
2. Resolved to approve the report of the Supervisory Committee for the year 2013.	603,237,000 (100%)	0 (0%)	0 (0%)	603,237,000
3. Resolved to approve the audited financial statements and the auditors’ report for the year 2013.	603,237,000 (100%)	0 (0%)	0 (0%)	603,237,000
4. Resolved to approve the proposal in relation to non-distribution of final dividend of the Company for the year 2013.	603,237,000 (100%)	0 (0%)	0 (0%)	603,237,000
5. Resolved to approve the appointment of auditors (domestic and overseas) and authorize the Board to fix their remunerations for the year 2014.	603,237,000 (100%)	0 (0%)	0 (0%)	603,237,000

Ordinary Resolutions	Number of votes cast and approximate percentage of total number of votes cast (%)			Total number of votes cast
	For	Against	Abstain	
6. Resolved to approve the re-election and election of the following candidates as the directors of the fifth session of the Board.				
6.1 Resolved to approve the re-election of Mr. Wang Hai Bo as an executive director of the Company;	602,337,000 (99.85%)	900,000 (0.15%)	0 (0%)	603,237,000
6.2 Resolved to approve the re-election of Mr. Su Yong as an executive director of the Company;	603,237,000 (100%)	0 (0%)	0 (0%)	603,237,000
6.3 Resolved to approve the re-election of Mr. Zhao Da Jun as an executive director of the Company;	603,237,000 (100%)	0 (0%)	0 (0%)	603,237,000
6.4 Resolved to approve the re-election of Ms. Ke Ying as a non-executive director of the Company;	603,237,000 (100%)	0 (0%)	0 (0%)	603,237,000
6.5 Resolved to approve the re-election of Mr. Shen Bo as a non-executive director of the Company;	602,337,000 (99.85%)	900,000 (0.15%)	0 (0%)	603,237,000
6.6 Resolved to approve the re-election of Ms. Yu Xiao Yang as a non-executive director of the Company;	603,237,000 (100%)	0 (0%)	0 (0%)	603,237,000
6.7 Resolved to approve the re-election of Mr. Zhou Zhong Hui as an independent non-executive director of the Company;	603,237,000 (100%)	0 (0%)	0 (0%)	603,237,000
6.8 Resolved to approve the re-election of Mr. Lam Yiu Kin as an independent non-executive director of the Company; and	603,117,000 (99.98%)	120,000 (0.02%)	0 (0%)	603,237,000
6.9 Resolved to approve the election of Mr. Chen Kai Xian as an independent non-executive director of the Company.	603,237,000 (100%)	0 (0%)	0 (0%)	603,237,000

Ordinary Resolutions	Number of votes cast and approximate percentage of total number of votes cast (%)			Total number of votes cast
	For	Against	Abstain	
7. Resolved to approve the re-election of the following candidates as the supervisors of the fifth session of the Supervisory Committee of the Company:				
7.1 Resolved to approve the re-election of Mr. Zhao Wen Bin as a supervisor of the Company;	603,237,000 (100%)	0 (0%)	0 (0%)	603,237,000
7.2 Resolved to approve the re-election of Mr. Li Ning Jian as a supervisor of the Company;	603,237,000 (100%)	0 (0%)	0 (0%)	603,237,000
7.3 Resolved to approve the re-election of Ms. Zhang Man Juan as a supervisor of the Company;	603,237,000 (100%)	0 (0%)	0 (0%)	603,237,000
7.4 Resolved to approve the re-election of Mr. Guo Yi Cheng as a supervisor of the Company; and	603,237,000 (100%)	0 (0%)	0 (0%)	603,237,000
7.5 Resolved to approve the re-election of Mr. Xu Qing as a supervisor of the Company.	603,237,000 (100%)	0 (0%)	0 (0%)	603,237,000
8. Resolved to approve the proposal in relation to remuneration of the directors and supervisors of the Company for the year 2014, and to authorize the Board to implement the proposal.	603,037,000 (99.97%)	0 (0%)	200,000 (0.03%)	603,237,000

Special Resolutions	Number of votes cast and approximate percentage of total number of votes cast (%)			Total number of votes cast
	For	Against	Abstain	
9. Resolved to approve the amendments to the Articles of Association of the Company in respect of Articles 7, 97, 117 and 118 (details of which are set out in Appendix I to the Circular), and to authorize the Board to make all necessary applications, approvals, registrations and filings and other related matters (if any) in connection with the amendments to the Articles of Association including all necessary revisions as required by the competent authorities of the PRC.	603,237,000 (100%)	0 (0%)	0 (0%)	603,237,000
10. Resolved to approve the granting of a general mandate (For more details, please refer to the notice of the AGM contained in the Circular) to the Board to issue the shares of the Company: (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); (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 (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.	598,207,000 (99.17%)	4,830,000 (0.80%)	200,000 (0.03%)	603,237,000

All the above resolutions were duly passed. Shareholders may refer to 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. 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. Chen Kai Xian (Independent Non-executive Director)

Shanghai, the PRC

30 May 2014

** For identification purpose only*