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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 EXTRAORDINARY 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 extraordinary general meeting of the Company (the “**EGM**”), 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 EGM and the Class Meeting of Holders of H Shares, collectively referred to as the “**Meetings**”) held on Tuesday, 11 August 2015 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 and the circular (the “**Circular**”) of the Company dated 24 June 2015. 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 on Tuesday, 11 August 2015 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 11 August 2015, 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 EGM

The total number of Shares entitling the holders to attend and vote on each of the resolutions at the EGM was 923,000,000 Shares. The total number of Shares with voting rights represented by the Shareholders attending the EGM in person or by proxy was 662,737,415 Shares, representing approximately 71.80% of the total number of Shares.

Attendance of Class Meeting of Holders of H Shares

The total number of H Shares entitling the holders to attend and vote for or against 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 was 109,888,701 H Shares, representing 32.32% 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 for or against 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 was 551,563,714 Domestic Shares, representing 94.61% of the total number of Domestic Shares.

There was no Share entitling the Shareholders to attend and abstain from voting in favour as set out in Rule 13.40 of the Listing Rules at the Meetings. No 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 of the Company 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.

2. VOTING RESULTS OF THE MEETINGS

(1) Voting results of EGM

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 proposed Issue of A Shares:				
1.1	Class of new Shares to be issued;	662,737,415 (100%)	0 (0%)	0 (0%)	662,737,415
1.2	Nominal value of new Shares to be issued;	662,737,415 (100%)	0 (0%)	0 (0%)	662,737,415
1.3	Number of A Shares to be issued;	661,812,415 (99.86%)	0 (0%)	925,000 (0.14%)	662,737,415
1.4	Target subscribers;	662,737,415 (100%)	0 (0%)	0 (0%)	662,737,415
1.5	Pricing methodology;	661,812,415 (99.86 %)	925,000 (0.14%)	0 (0 %)	662,737,415
1.6	Method of issuance;	662,737,415 (100%)	0 (0%)	0 (0%)	662,737,415
1.7	Proposed stock exchange for listing;	662,737,415 (100%)	0 (0%)	0 (0%)	662,737,415
1.8	Valid period of the resolution.	662,737,415 (100%)	0 (0%)	0 (0%)	662,737,415
2.	To consider and approve the proposal on authorization to the Board to deal with matters relating to the Issue of A Shares.	662,737,415 (100%)	0 (0%)	0 (0%)	662,737,415
3.	To consider and approve the proposal on use of proceeds from the Issue of A Shares.	662,737,415 (100%)	0 (0%)	0 (0%)	662,737,415

4.	To consider and approve the proposal on accumulated profit distribution plan before the Issue of A Shares.	662,737,415 (100%)	0 (0%)	0 (0%)	662,737,415
5.	To consider and approve the proposal on three-year dividend distribution plan after the Issue of A Shares.	662,737,415 (100%)	0 (0%)	0 (0%)	662,737,415
6.	To consider and approve the proposal on share price stabilization plan within three years after the Issue of A Shares.	662,737,415 (100%)	0 (0%)	0 (0%)	662,737,415
7.	To consider and approve the proposal on undertakings on the matters in connection with the Issue of A Shares and putting forward restraining measures.	662,737,415 (100%)	0 (0%)	0 (0%)	662,737,415
8.	To consider and approve the proposal on the Articles (Draft) to be applicable and effective after the Issue of A Shares.	662,737,415 (100%)	0 (0%)	0 (0%)	662,737,415
9.	To consider and approve the proposal on dilution of immediate return by the Issue of A Shares and recovery measures.	662,737,415 (100%)	0 (0%)	0 (0%)	662,737,415

(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 proposed Issue of A Shares:				
1.1	Class of new Shares to be issued;	109,888,701 (100%)	0 (0%)	0 (0%)	109,888,701

	1.2	Nominal value of new Shares to be issued;	109,888,701 (100%)	0 (0%)	0 (0%)	109,888,701
	1.3	Number of A Shares to be issued;	108,963,701 (99.16%)	0 (0%)	925,000 (0.84 %)	109,888,701
	1.4	Target subscribers;	109,888,701 (100%)	0 (0%)	0 (0%)	109,888,701
	1.5	Pricing methodology;	108,963,701 (99.16%)	925,000 (0.84 %)	0 (0%)	109,888,701
	1.6	Method of issuance;	109,888,701 (100%)	0 (0%)	0 (0%)	109,888,701
	1.7	Proposed stock exchange for listing;	109,888,701 (100%)	0 (0%)	0 (0%)	109,888,701
	1.8	Valid period of the resolution.	109,888,701 (100%)	0 (0%)	0 (0%)	109,888,701
2.		To consider and approve the proposal on authorization to the Board to deal with matters relating to the Issue of A Shares.	109,888,701 (100%)	0 (0%)	0 (0%)	109,888,701
3.		To consider and approve the proposal on use of proceeds from the Issue of A Shares.	109,888,701 (100%)	0 (0%)	0 (0%)	109,888,701
4.		To consider and approve the proposal on accumulated profit distribution plan before the Issue of A Shares.	109,888,701 (100%)	0 (0%)	0 (0%)	109,888,701
5.		To consider and approve the proposal on three-year dividend distribution plan after the Issue of A Shares.	109,888,701 (100%)	0 (0%)	0 (0%)	109,888,701
6.		To consider and approve the proposal on share price stabilization plan within three years after the Issue of A Shares.	109,888,701 (100%)	0 (0%)	0 (0%)	109,888,701

7.	To consider and approve the proposal on undertakings on the matters in connection with the Issue of A Shares and putting forward restraining measures.	109,888,701 (100%)	0 (0%)	0 (0%)	109,888,701
8.	To consider and approve the proposal on the Articles (Draft) to be applicable and effective after the Issue of A Shares.	109,888,701 (100%)	0 (0%)	0 (0%)	109,888,701
9.	To consider and approve the proposal on dilution of immediate return by the Issue of A Shares and recovery measures.	109,888,701 (100%)	0 (0%)	0 (0%)	109,888,701

(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 proposed Issue of A Shares:				
1.1	Class of new Shares to be issued;	551,563,714 (100%)	0 (0%)	0 (0%)	551,563,714
1.2	Nominal value of new Shares to be issued;	551,563,714 (100%)	0 (0%)	0 (0%)	551,563,714
1.3	Number of A Shares to be issued;	551,563,714 (100%)	0 (0%)	0 (0%)	551,563,714
1.4	Target subscribers;	551,563,714 (100%)	0 (0%)	0 (0%)	551,563,714
1.5	Pricing methodology;	551,563,714 (100%)	0 (0%)	0 (0%)	551,563,714
1.6	Method of issuance;	551,563,714	0	0	551,563,714

			(100%)	(0%)	(0%)	
	1.7	Proposed stock exchange for listing;	551,563,714 (100%)	0 (0%)	0 (0%)	551,563,714
	1.8	Valid period of the resolution.	551,563,714 (100%)	0 (0%)	0 (0%)	551,563,714
2.	To consider and approve the proposal on authorization to the Board to deal with matters relating to the Issue of A Shares.		551,563,714 (100%)	0 (0%)	0 (0%)	551,563,714
3.	To consider and approve the proposal on use of proceeds from the Issue of A Shares.		551,563,714 (100%)	0 (0%)	0 (0%)	551,563,714
4.	To consider and approve the proposal on accumulated profit distribution plan before the Issue of A Shares.		551,563,714 (100%)	0 (0%)	0 (0%)	551,563,714
5.	To consider and approve the proposal on three-year dividend distribution plan after the Issue of A Shares.		551,563,714 (100%)	0 (0%)	0 (0%)	551,563,714
6.	To consider and approve the proposal on share price stabilization plan within three years after the Issue of A Shares.		551,563,714 (100%)	0 (0%)	0 (0%)	551,563,714
7.	To consider and approve the proposal on undertakings on the matters in connection with the Issue of A Shares and putting forward restraining measures.		551,563,714 (100%)	0 (0%)	0 (0%)	551,563,714
8.	To consider and approve the proposal on the Articles (Draft) to be applicable and effective after the Issue of A Shares.		551,563,714 (100%)	0 (0%)	0 (0%)	551,563,714
9.	To consider and approve the proposal on dilution of immediate return by the Issue of A Shares and recovery measures.		551,563,714 (100%)	0 (0%)	0 (0%)	551,563,714

All the above resolutions were duly passed as special resolutions at each of the Meetings. 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, 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

11 August 2015

** For identification purpose only*