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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)**

### VOTING RESULTS OF ANNUAL GENERAL MEETING

The board of directors of the Company hereby announces that all the resolutions as set out in the notice of AGM were duly passed by poll at the AGM held on 11 June 2010.

Reference is made to the Notice of Annual General Meeting (the "AGM") dated 23 March 2010 of Shanghai Fudan-Zhangjiang Bio-Pharmaceutical Co., Ltd. (the "Company"). Unless otherwise defined, terms used herein shall have the same meaning as defined in the notice of AGM.

The AGM was held at No. 308 Cailun Road, Zhangjiang Hi-tech Park, Shanghai, the PRC on Friday, 11 June 2010 at 10:00 a.m.

On 11 June 2010, the total issued shares of the Company were 710,000,000 shares (nominal value of RMB0.10 per share), of which 512,000,000 shares were domestic shares and 198,000,000 shares were H shares.

The total shares entitling the holders to attend and vote for or against the resolutions at the AGM were 710,000,000 shares. The total shares entitling the holders to attend and vote only against the resolutions at the AGM was 0. The total shares with voting rights represented by the shareholders attending the AGM were 512,000,000 shares, representing 72.11% of the total issued shares of the Company.

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.

The poll results of the resolutions with percentage over the total voting rights represented by the shareholders attending the AGM were as follows:

Ordinary Resolution	Total number of votes (%)	
	For (%)	Against (%)
1. Resolved to approve the report of the Directors for the year ended 31 December 2009.	512,000,000 (100%)	0 (0%)
2. Resolved to approve the report of the Supervisory Committee for the year ended 31 December 2009.	512,000,000 (100%)	0 (0%)
3. Resolved to approve the audited consolidated financial statements and the reports of the auditors for the year ended 31 December 2009.	512,000,000 (100%)	0 (0%)
4. Resolved to approve the profit distribution plan for the year ended 31 December 2009 with no dividend distribution.	512,000,000 (100%)	0 (0%)
5. Resolved to approve the re-appointment of PricewaterhouseCoopers and PricewaterhouseCoopers Zhong Tian CPAs Limited Company as the International and the statutory auditors of the Group, respectively, for the year ending 31 December 2010 and authorize the Board to determine their remunerations.	512,000,000 (100%)	0 (0%)
6. Resolved to approve the following remuneration policies for the Directors and Supervisors of the Company for the year ending 31 December 2010 and to authorize the Board to implement such remuneration policies: Basic salaries of the Executive Directors would be increased by approximately 35%, and their bonuses are subject to approval by the Remuneration Committee. The Independent Non-executive Directors' fees would be increased by approximately 33% to RMB80,000 per person per annum. The Independent Supervisors' fees would be increased by approximately 30% to RMB65,000 per person per annum. All other Directors and Supervisors are not paid any emoluments.	512,000,000 (100%)	0 (0%)
<b>Special Resolution</b>		
7. Resolved to approve a general mandate to the board of directors to issue, allot and deal with additional domestic shares not exceeding 20% of the domestic shares of the Company in issue and additional H shares not exceeding 20% of the H shares of the Company in issue, and to authorize the Board of Directors to make such corresponding amendments to the Articles of Association as it thinks fit so as to reflect the new capital structure upon the allotment or issuance of shares.	512,000,000 (100%)	0 (0%)

Shareholders may refer to the Notice of AGM for details of the above resolutions.

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)

Mr. Zhou Jie (Non-executive Director)

Mr. Guo Jun Yu (Non-executive Director)

Mr. Hao Hong Quan (Non-executive Director)

Mr. Zhu Ke Qin (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)

Shanghai, the PRC

11 June 2010

*\* For identification purpose only*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules 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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