

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Board proposed to make certain amendments to the Articles of Association to reflect (1) the renaming of Shanghai Pharmaceutical Co., Ltd. (上海市醫藥股份有限公司), a substantial shareholder and promoter of the Company, to Shanghai Pharmaceuticals Holding Co., Ltd. (上海醫藥集團股份有限公司); and (2) a minor change in the corporate information of the Company.

The proposed amendments to the Articles of Association are subject to approval of the Shareholders by way of a special resolution at the EGM.

A circular containing, among other things, details of the proposed amendments to the articles of Association and a notice of the EGM will be despatched to the Shareholders on or before 30 August 2010 in accordance with the GEM Listing Rules.

The board of directors (the “**Board**”) of Shanghai Fudan-Zhangjiang Bio-Pharmaceutical Co., Ltd.* (the “**Company**”) proposed to make certain amendments to the articles of association of the Company (the “**Articles of Association**”) to reflect (1) the renaming of Shanghai Pharmaceutical Co., Ltd. (上海市醫藥股份有限公司), a substantial shareholder and promoter of the Company, to Shanghai Pharmaceuticals Holding Co., Ltd. (上海醫藥集團股份有限公司); and (2) a minor change in the corporate information of the Company.

The proposed amendments to the Articles of Association are set out as follows:

1. Paragraph 4 of Article 1 now reads as follows:

“The promoters of the Company are China General Technology (Group) Holding Ltd. (中國通用技術(集團)控股有限責任公司), Shanghai Pharmaceutical Co., Ltd. (上海市醫藥股份有限公司), Shanghai Zhangjiang High-Tech Park Development Co., Ltd. (上海張江高科技園區股份有限公司), Shanghai Pudong Technology Investment Co., Ltd. (上海浦東科技投資有限公司), Fu Dan University (復旦大學), Wang Hai Bo (王海波), Su Yong (蘇勇), Zhao da Jun (趙大君), Li Jun (李軍) and Fang Jing (方靖).”

Paragraph 4 of Article 1 is proposed to be amended as follows

“The promoters of the Company are China General Technology (Group) Holding Ltd. (中國通用技術(集團)控股有限責任公司), Shanghai Pharmaceutical Co., Ltd. (上海市醫藥股份有限公司), it has been renamed as Shanghai Pharmaceuticals Holding Co., Ltd. (上海醫藥集團股份有限公司) due to its restructuring), Shanghai Zhangjiang Hi-Tech Park Development Co., Ltd. (上海張江高科技園區開發股份有限公司), Shanghai Pudong Technology Investment Co., Ltd. (上海浦東科技投資有限公司), Fu Dan University (復旦大學), Wang Hai Bo (王海波), Su Yong (蘇勇), Zhao Da Jun (趙大君), Li Jun (李軍) and Fang Jing (方靖).”

2. Article 3 now reads as follows:

“The Company's address is No.308, Cai Lun Road, Zhang Jiang Hi-Tech Park, Pudong New Area, Shanghai, China; post code: 201203; telephone: 86-21-58953355; facsimile: 86-21-58853990”

Article 3 is proposed to be amended as follows:

“The Company's address is No.308, Cai Lun Road, Zhang Jiang Hi-Tech Park, Pudong New Area, Shanghai, China; post code: 201210; telephone: 86-21-58953355; facsimile: 86-21-58553990”

3. Paragraph 2 of Article 22 now reads as follows:

“The share capital structure of the Company after the issue of shares as referred to in the preceding paragraph comprises 710,000,000 ordinary shares, of which 512,000,000 shares are domestic shares which are held by China General Technology (Group) Holding Ltd. (中國通用技術(集團)控股有限責任公司), Shanghai Pharmaceutical Co., Ltd. (上海市醫藥股份有限公司), Shanghai Zhangjiang High-Tech Park Development Co., Ltd. (上海張江高科技園區股份有限公司), Shanghai Pudong Technology Investment Co., Ltd. (上海浦東科技投資有限公司), Fu Dan University (復旦大學), Wang Hai Bo (王海波), Su Yong (蘇勇), Zhao da Jun (趙大君), Li Jun (李軍) and Fang Jing (方靖) as the

promoters of the Company, representing approximately 72.11% of the total issued ordinary shares of the Company; and 198,000,000 shares (representing 27.89% of the Company's total issued ordinary shares) are overseas listed shares (H Shares) held by H Shareholders.”

Paragraph 2 of Article 22 is proposed to be amended as follows:

After increase of capital by issuing shares as referred to in the preceding paragraph, the share capital structure of the Company is 710,000,000 issued ordinary shares, of which 512,000,000 Domestic-Invested Shares are held by China General Technology (Group) Holding Ltd. (中國通用技術(集團)控股有限責任公司), Shanghai Pharmaceutical Co., Ltd. (上海市醫藥股份有限公司, it has been renamed as Shanghai Pharmaceuticals Holding Co., Ltd. (上海醫藥集團股份有限公司) due to its restructuring), Shanghai Zhangjiang High-Tech Park Development Co., Ltd. (上海張江高科技園區開發股份有限公司), Shanghai Pudong Technology Investment Co., Ltd. (上海浦東科技投資有限公司), Fu Dan University (復旦大學), Wang Hai Bo (王海波), Su Yong (蘇勇), Zhao Da Jun (趙大君), Li Jun (李軍) and Fang Jing (方靖), as the promoters of the Company, approximately representing 72.11% of the total issued ordinary shares of the Company; and 198,000,000 H Shares are held by the holders of Overseas-Listed Foreign-Invested Shares (H shares), representing 27.89% of the Company's total share capital.

4. The other provisions in the Articles of Association of the Company remain unchanged.

The Board confirms that there is nothing unusual about the proposed amendments to the Articles of Association for a company listed in Hong Kong.

The proposed amendments to the Articles of Association are subject to approval of the shareholders of the Company (“Shareholders”) by way of a special resolution at the EGM.

A circular containing, among other things, the above proposed amendments to the Articles of Association and a notice of the EGM will be despatched to the Shareholders on or before 30 August 2010 in accordance with the GEM Listing Rules and the Articles of Association.

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

10 August 2010

** For identification purpose only*

This announcement, for which the directors of the issuer collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the issuer. The directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this document misleading.

This announcement will remain on the GEM website on the “Latest Company Announcements” page for at least 7 days from the date of its posting.