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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 hereby announces that all the resolutions as set out in the Notice of AGM were duly passed by poll at the AGM held on 27 May 2011.

Reference is made to the notice (the “**Notice**”) of Annual General Meeting (the “**AGM**”) dated 8 April 2011 of Shanghai Fudan-Zhangjiang Bio-Pharmaceutical Co., Ltd. (the “**Company**”). Unless otherwise defined, terms used herein shall have the same meanings as those defined in the Notice of AGM.

The AGM was held at No. 308 Cailun Road, Zhangjiang Hi-tech Park, Shanghai, the PRC on Friday, 27 May 2011 at 10:00 a.m.

On 27 May 2011, the total number of issued shares of the Company (the “**Shares**”) was 710,000,000 Shares, of which 512,000,000 Shares were Domestic Shares and 198,000,000 Shares were H Shares.

Except for Resolution 8, the total number of Shares entitling the holders to attend and vote for or against the resolutions at the AGM were 710,000,000 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 512,516,000 Shares, representing approximately 72.19% of the total number of issued Shares.

For Resolution 8, Shanghai Pharmaceutical, a promoter and substantial shareholder, and its associates abstained from voting on the ordinary resolution. The total number of Shares entitling the holders to attend and vote for or against Resolution 8 at the AGM was 499,857,440 Shares. The total number of Shares entitling the holders to attend and vote only against Resolution 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 372,937,440 Shares.

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 considered at the AGM are as follows:

| Ordinary Resolutions  | Number of votes cast and approximate percentage of total number of votes cast |           | Total number of votes cast |
|---|---|-----------|----------------------------|
|   | For   | Against   |                            |
| 1. Resolved to approve the report of the Directors for the year ended 31 December 2010.   | 512,516,000<br>(100%)   | 0<br>(0%) | 512,516,000                |
| 2. Resolved to approve the report of the Supervisory Committee for the year ended 31 December 2010.   | 512,516,000<br>(100%)   | 0<br>(0%) | 512,516,000                |
| 3. Resolved to approve the audited consolidated financial statements and the reports of the auditors for the year ended 31 December 2010.   | 512,516,000<br>(100%)   | 0<br>(0%) | 512,516,000                |
| 4. Resolved to approve the profit distribution plan for the year ended 31 December 2010 with no dividend distribution.  | 512,516,000<br>(100%)   | 0<br>(0%) | 512,516,000                |
| 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 2011 and authorize the Board to determine their remunerations. | 512,516,000<br>(100%)   | 0<br>(0%) | 512,516,000                |
| 6. Resolved to approve the remuneration policies for the Directors and Supervisors of the Company for the year ending 31 December 2011 and to authorize the Board to implement such remuneration policies.  | 512,516,000<br>(100%)   | 0<br>(0%) | 512,516,000                |
| 7. Resolved to approve the appointments of members of the fourth session of the Board and the fourth session of the Supervisory Committee of the Company.   | N/A   | N/A       | N/A                        |

|  |                       |           |             |
|--|-----------------------|-----------|-------------|
| 7.1 The re-appointment of Mr. Wang Hai Bo as Executive Director.   | 512,516,000<br>(100%) | 0<br>(0%) | 512,516,000 |
| 7.2 The re-appointment of Mr. Su Yong as Executive Director.   | 512,516,000<br>(100%) | 0<br>(0%) | 512,516,000 |
| 7.3 The re-appointment of Mr. Zhao Da Jun as Executive Director.   | 512,516,000<br>(100%) | 0<br>(0%) | 512,516,000 |
| 7.4 The re-appointment of Ms. Fang Jing as Non-executive Director.   | 512,516,000<br>(100%) | 0<br>(0%) | 512,516,000 |
| 7.5 The re-appointment of Mr. Hao Hong Quan as Non-executive Director.   | 512,516,000<br>(100%) | 0<br>(0%) | 512,516,000 |
| 7.6 The re-appointment of Mr. Zhu Ke Qin as Non-executive Director.  | 512,516,000<br>(100%) | 0<br>(0%) | 512,516,000 |
| 7.7 The appointment of Mr. Ge Jian Qiu as Non-executive Director.  | 512,516,000<br>(100%) | 0<br>(0%) | 512,516,000 |
| 7.8 The appointment of Ms. Ke Ying as Non-executive Director.  | 512,516,000<br>(100%) | 0<br>(0%) | 512,516,000 |
| 7.9 The re-appointment of Mr. Pan Fei as Independent Non-executive Director.   | 512,516,000<br>(100%) | 0<br>(0%) | 512,516,000 |
| 7.10 The re-appointment of Mr. Cheng Lin as Independent Non-executive Director.  | 512,516,000<br>(100%) | 0<br>(0%) | 512,516,000 |
| 7.11 The re-appointment of Mr. Weng De Zhang Independent Non-executive Director.   | 512,516,000<br>(100%) | 0<br>(0%) | 512,516,000 |
| 7.12 The re-appointment of Mr. Zhu Zu Shun as Supervisor.  | 512,516,000<br>(100%) | 0<br>(0%) | 512,516,000 |
| 7.13 The re-appointment of Ms. Bao Qi as Supervisor.   | 512,516,000<br>(100%) | 0<br>(0%) | 512,516,000 |
| 7.14 The re-appointment of Ms. Zhang Man Juan as Supervisor.   | 512,516,000<br>(100%) | 0<br>(0%) | 512,516,000 |
| 7.15 The re-appointment of Mr. Guo Yi Cheng as Supervisor.   | 512,516,000<br>(100%) | 0<br>(0%) | 512,516,000 |
| 7.16 The re-appointment of Mr. Xu Qing as Supervisor.  | 512,516,000<br>(100%) | 0<br>(0%) | 512,516,000 |
| 8. (i) the entering into of the Strategic Cooperation Agreement dated 23 February 2011 between the Company and Shanghai Pharmaceuticals Holding Co., Ltd., (“Shanghai Pharmaceutical”) 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 2013 for the Continuing Connected Transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and (ii) 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. | 372,937,440<br>(100%) | 0<br>(0%) | 372,937,440 |

| <b>Special Resolution</b>   |                       |           |             |
|---|-----------------------|-----------|-------------|
| 9. 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 (in each case as at the date of this Resolution), 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. | 512,516,000<br>(100%) | 0<br>(0%) | 512,516,000 |

All the above resolutions were duly passed. Shareholders may refer to the Notice of AGM for details of the resolutions.

By Order of the Board  
**Shanghai Fudan-Zhangjiang Bio-Pharmaceutical Co., Ltd\***  
**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. Hao Hong Quan (Non-executive Director)  
Mr. Zhu Ke Qin (Non-executive Director)  
Mr. Ge Jian Qiu (Non-executive Director)  
Ms. Ke Ying (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

27 May 2011

*\* For identification purpose only*

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