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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.*

(於中華人民共和國註冊成立的股份有限公司)

(股票號碼：8231)

董事會會議通告

上海復旦張江生物醫藥股份有限公司（“本公司”）之董事會（“董事會”）謹此公佈，將於二零一二年三月八日（星期四）下午二時半假座中國上海浦東張江高科技園區蔡倫路 308 號 2 樓舉行董事會會議，並於會上商討下列事項：

- (1) 考慮並批准本公司及其附屬公司（“本集團”）截至二零一一年十二月三十一日止年度之經審核財務報表；
- (2) 考慮並批准於聯交所創業板網站刊登本集團截至二零一一年十二月三十一日止年度之年度業績公佈；
- (3) 考慮宣派末期股息（如有）；
- (4) 考慮暫停辦理股份登記過戶手續（倘有需要）；
- (5) 考慮本公司召開應屆股東周年大會之時間及地點；及
- (6) 及其他任何事項（如有）。

承董事會命
王海波
主席

於本公告刊發日期，董事會包括以下人士：

王海波先生（執行董事）
蘇勇先生（執行董事）
趙大君先生（執行董事）
方靖女士（非執行董事）
郝洪權先生（非執行董事）
朱克勤先生（非執行董事）
葛劍秋先生（非執行董事）
柯櫻女士（非執行董事）
潘飛先生（獨立非執行董事）
程霖先生（獨立非執行董事）
翁德章先生（獨立非執行董事）

中國·上海

二零一二年二月二十四日

* 僅供識別

本公告乃遵照香港聯合交易所有限公司創業板證券上市規則之規定，提供有關本公司之資料。本公司董事共同及個別對本公告承擔全部責任。董事於作出一切合理諮詢後確認，就彼等所知及所信，(1)本公告所載之資料在各重大方面均屬準確及完整，且無誤導；(2)本公告並無遺漏任何其他事項，致使本公告之內容有所誤導；及(3)本公告所表達之意見已經審慎周詳考慮，並按公平合理之基準及假設而作出。

本公告將自刊登日期起最少一連七日載於創業板網站「最新公司公告」一欄內。

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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)

NOTICE OF BOARD MEETING

The board of directors (the “Board”) of 上海復旦張江生物醫藥股份有限公司 (Shanghai Fudan-Zhangjiang Bio-Pharmaceutical Co., Ltd.) (the “Company”) hereby announces that a meeting of the Board will be held on the 2nd Floor, No. 308 Cailun Road, Zhangjiang Hi-tech Park, Pudong, Shanghai, the PRC on Thursday, 8 March 2012 at 2:30 p.m. for the following purposes:-

1. To consider and approve the audited financial statements of the Company and its subsidiaries (the “Group”) for the year ended 31 December 2011;
2. To consider and approve the draft annual results announcement of the Group for the year ended 31 December 2011 to be published on the GEM website;
3. To consider the declaration of an final dividend, if any;
4. To consider the closure of the Register of Members, if necessary;
5. To consider the time and venue of the forthcoming annual general meeting of the Company; and
6. To transact any other business, if any.

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. 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

24 February 2012

** 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.

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.