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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 OF DIRECTORS' 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 at 2nd Floor, No. 308 Cailun Road, Zhangjiang Hi-tech Park, Pudong, Shanghai, the PRC on Wednesday, 11th August, 2004 at 2:00 p.m. for the following purposes:-

- (1) To consider and approve the unaudited financial statements of the Company and its subsidiaries (the "Group") for the six months ended 30th June, 2004;
- (2) To consider and approve the draft interim results announcement of the Group for the six months ended 30th June, 2004 to be published on the GEM website;
- (3) To consider the declaration of an interim dividend, if any;
- (4) To consider the closure of the Register of Members, if necessary; and
- (5) To transact any other business.

By order of the board
上海復旦張江生物醫藥股份有限公司
Shanghai Fudan-Zhangjiang Bio-Pharmaceutical Co., Ltd.*
Wang Hai Bo
Chairman

Shanghai, the PRC
30th July, 2004

As at the date thereof, the Board comprises:

Mr. Wang Hai Bo (*Executive Director*)
Mr. Su Yong (*Executive Director*)
Mr. Zhao Da Jun (*Executive Director*)
Mr. Yu Qing Hua (*Non-executive Director*)
Mr. Lou Yi (*Non-executive Director*)
Ms. Fang Jing (*Non-executive Director*)

Mr. Jiang Guo Xing (*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*)

This announcement, for which the directors of the Company (the “Directors”) 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 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.

** For identification purpose only*