



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 EXTRAORDINARY GENERAL MEETING

The board of directors of the Company hereby announces that all the resolutions as set out in the notice of EGM were duly passed by poll at the EGM held on 13 July 2007.

Reference is made to the circular (the “Circular”) and the notice of extraordinary general meeting (the “EGM”) dated 15 May 2007 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 Circular and the notice of EGM.

The EGM was held at No. 308 Cailun Road, Zhangjiang Hi-tech Park, Shanghai, the PRC on Friday, 13 July 2007 at 10:00 a.m.

On 13 July 2007, 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 with voting rights represented by the shareholders attending the EGM were 709,892,000 shares, representing 99.9% 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 voting results of the resolutions proposed at the EGM were as follows:

Ordinary Resolutions	Total number of votes (%)	
	For (%)	Against (%)
1. Resolved to approve the entering into the capital increase agreement dated 16 April 2007 among the Company, 泰州華盛投資開發有限公司 Taizhou Huasheng Investment Development Company Limited and 泰州醫藥科技園華源投資發展有限公司 Taizhou Pharmaceutical Science Park Huayuan Investment Development Company Limited and the transactions contemplated thereto be, and the directors of the Company be authorized to do, approve and transact all such acts and things as they may in their discretion consider necessary or desirable in connection therewith.	586,644,000 (82.6%)	0 (0%)
The total shares entitling the holders to attend and vote for or against resolution 1 at the EGM were 710,000,000 shares. The total shares entitling the holders to attend and vote only against the resolutions at the EGM were 0. The total shares, the holders of which actually attended and were entitled to vote for or against resolution 1 at the EGM were 709,892,000 shares.		
2. Resolved to approve the entering into a sales and distribution agreement dated 25 April 2007, between the Company and Shanghai Pharmaceutical Co., Ltd. (“Shanghai Pharmaceutical”) and the annual caps and the transactions contemplated thereto be, and the directors of the Company be authorized to do, approve and transact all such acts and things as they may in their discretion consider necessary or desirable in connection therewith.	447,065,440 (78.4%)	0 (0%)
The total shares entitling the holders to attend and vote for or against resolution 2 at the EGM were 570,421,440 shares. The total shares entitling the holders to attend and vote only against the resolutions at the EGM were 0. Shanghai Pharmaceutical, a promoter and substantial shareholder, and its associates abstained from voting on resolution 2. The total shares, the holders of which actually attended and were entitled to vote for or against resolution 2 at the EGM were 570,313,440 shares.		

Shareholders may refer to the Circular and the notice of EGM 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. Jiang Guo Xing (Non-executive Director)

Mr. Zhou Jie (Non-executive Director)

Mr. Guo Jun Yu (Non-executive Director)

Mr. Hao Hong Quan (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

13 July 2007

** For identification purpose only*

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 (“GEM”) 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.