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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 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 29 October 2010.

Reference is made to the circular (the “Circular”) and the notice of extraordinary general meeting (the “EGM”) dated 10 September 2010 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, 29 October 2010 at 10:00 a.m.

On 29 October 2010, 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 512,000,000 shares, representing 72.11% 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 Resolution	Total number of votes (%)	
	For (%)	Against (%)
(i) the entering into of Sales and Distribution Agreement dated 10 August 2010, a copy of which has been produced to the EGM for the purpose of identification, between the Company and Shanghai Pharmaceutical Distribution, a newly-established and wholly-owned subsidiary of Shanghai Pharmaceutical (which is a promoter and substantial shareholder of the Company), whereby the Company has agreed to authorize Shanghai Pharmaceutical Distribution to sell and distribute the pharmaceutical products of the Company within the Shanghai area during the period from 10 August 2010 to 31 December 2012; and (ii) that the annual caps for the three financial years ending 31 December 2012 and the transactions contemplated thereto be and are hereby approved and 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.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.	372,421,440 (100%)	0 (0%)
Shanghai Pharmaceutical, a promoter and substantial shareholder, and its associates abstained from voting on the ordinary resolution. The total shares entitling the holders to attend and vote for or against the ordinary resolution at the EGM were 499,857,440 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 the ordinary resolution at the EGM were 372,421,440 shares.		

Special Resolution		
the proposed amendments to the Articles of Association (details of which are set out in the Appendix I to the circular to be dispatched to the Shareholders of the Company on or before 10 September 2010) be approved and confirmed, and THAT any one of the Directors of the Company be and are hereby authorized to modify the wordings of such amendments as appropriate (such amendments will not be required to be approved by the Shareholders of the Company) and execute all such documents and/or do all such acts as the Director may, in his/her absolute discretion, deem necessary or expedient and in the interest of the Company to deal with related issues arising from the amendments to the Articles of Association of the Company.	512,000,000 (100%)	0 (0%)
The total shares entitling the holders to attend and vote for or against the special resolution at the EGM were 710,000,000 shares. The total shares entitling the holders to attend and vote only against the special resolution at the EGM were 0. The total shares, the holders of which actually attended and were entitled to vote for or against the special resolution at the EGM were 512,000,000 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. 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

29 October 2010

** 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.

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