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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)

POSITIVE PROFIT ALERT

This announcement is made by Shanghai Fudan-Zhangjiang Bio-Pharmaceutical Co., Ltd. (上海復旦張江生物醫藥股份有限公司) (the “**Company**”) pursuant to rule 17.10 of the GEM listing Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited.

The board of directors (the “**Board**”) of the Company wishes to inform the shareholders of the Company (the “**Shareholders**”) and potential investors that the Company and its subsidiaries (the “**Group**”) are expected to record a substantial increase in profits for the year ended 31 December 2011 as compared to the profits in the year 2010. Such increase in profits is mainly attributable to the Strategic Cooperation Agreement for innovative pharmaceuticals research and development entered into between the Company and Shanghai Pharmaceuticals Holding Co., Ltd. (“**Shanghai Pharmaceutical**”), pursuant to which Shanghai Pharmaceutical shared part of the research expenses of some of the Group’s projects (please refer to the announcement dated 23 February 2011 and the circular dated 8 April 2011 for more details).

The information contained in this announcement is only based on the preliminary assessment by the management of the Company according to the management accounts of the Group, which have not been confirmed nor audited by the Company’s auditors. Details of the audited consolidated annual results of the Group for the year ended 31 December 2011 are expected to be announced in early March 2012.

Shareholders and potential investors should exercise caution when dealing in the H Shares of the Company.

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

10 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 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 the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

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.