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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 company incorporated in the People's Republic of China with limited liability)

(Stock code: 8231)

ANNOUNCEMENT PURSUANT TO RULE 5.06 OF THE GEM LISTING RULES

This announcement is made by Shanghai Fudan-Zhangjiang Bio-Pharmaceutical Co., Ltd.* (the “**Company**”) pursuant to Rule 5.06 of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”).

Pursuant to Rules 5.05A and 5.06 of the GEM Listing Rules, the Company is required to appoint independent non-executive directors representing at least one-third of the board of directors (the “**Board**”) of the Company by 31 December 2012 and failing which within three months thereafter.

As at the date of this announcement, the Board comprises a total of 3 executive directors, 5 non-executive directors and 3 independent non-executive directors. In order to comply with the aforesaid requirements under the GEM Listing Rules, the Company will have to appoint at least one additional independent non-executive director assuming that there is no change to the current composition of the Board, or alternatively, any one of the executive or non-executive directors agrees to resign as a director.

The Company has made endeavors but will require more time to identify a suitable candidate to be an additional independent non-executive director or take other appropriate measures in order to comply with the requirements under Rules 5.05A and 5.06 of the GEM Listing Rules. The Company will continue with such endeavors and intends to comply with the said GEM Listing Rules as soon as possible.

Further announcement(s) will be made in relation to any change in directors or of their roles and functions as and when necessary.

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)
Ms. Ke Ying (Non-executive Director)
Mr. Shen Bo (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

2 January 2013

** 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 (“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.