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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)

COMPLETION OF PLACING OF H SHARES

Placing Manager



國泰君安國際
GUOTAI JUNAN INTERNATIONAL

Guotai Junan Securities (Hong Kong) Limited

Financial Adviser



國泰君安國際
GUOTAI JUNAN INTERNATIONAL

Guotai Junan Capital Limited

The Board is pleased to announce that completion of the Placing took place on 4 February 2013.

Reference is made to the announcement of Shanghai Fudan-Zhangjiang Bio-Pharmaceutical Co., Ltd.* (the "**Company**") dated 16 January 2013 (the "**Announcement**") in relation to the placement of 142,000,000 H shares of the Company (the "**Placing**"). Unless otherwise defined, all capitalized terms used herein shall have the same meanings as defined in the Announcement.

Completion of the Placing

The board of directors (the “**Board**”) of the Company is pleased to announce that all conditions precedent to the Placing, as set out in the Placing Agreement, have been satisfied (including the obtaining of permission to deal in the Placing Shares from the GEM Listing Committee), and completion of the Placing took place on 4 February 2013 (the “**Completion**”).

To the best of the Directors’ knowledge, information and belief and having made all reasonable enquiries, the Placees are independent third parties. None of the Placees has become a substantial shareholder (as defined under the GEM Listing Rules) of the Company as a result of the Placing.

Please refer to the Announcement for further details of the Placing.

Change of Share Capital upon Completion of the Placing

The total number of issued shares of the Company has increased from 710,000,000 shares to 852,000,000 shares as a result of the issue of the Placing Shares. The total number of H Shares held by the public has increased from 127,436,000 H Shares to 269,436,000 H Shares upon Completion, and the number of Domestic Shares has remained unchanged at 512,000,000 Domestic Shares.

The share capital of the Company immediately following Completion is as follows:

Upon Completion of the Placing

<i>Class of Shares</i>	<i>Number of Shares</i>	<i>Approximately (%)</i>
Domestic Shares	512,000,000	60.09
Shanghai Pharmaceutical Holding Co., Ltd.	139,578,560	16.38
China General Technology (Group) Holding, Ltd. <i>(Note 1)</i>	130,977,816	15.37
Shanghai Zhangjiang Hi-Tech Park Development Co., Ltd. <i>(Note 2)</i>	105,915,096	12.43
Others <i>(Note 3)</i>	135,528,528	15.91
H Shares	340,000,000	39.91
Shanghai Pharmaceutical Holding Co., Ltd.	70,564,000	8.28
Public Holders	269,436,000 <i>(Note 4)</i>	31.62
Total	852,000,000	100

Notes:

- As far as the Directors are aware, China General Technology (Group) Holding, Ltd. has sold its entire interest in the Company to a third party, but the transfer and registration procedures have not yet been completed as at the date of this announcement.
- As far as the Directors are aware, Shanghai Zhangjiang Hi-Tech Park Development Co., Ltd. has sold its entire interest in the Company to two third parties, but the transfer and registration procedures have not yet been completed as at the date of this announcement.
- Such 135,528,528 Domestic Shares are inclusive of (i) 51,886,430 Domestic Shares held by Mr. Wang Hai Bo, the chairman of the Company; (ii) 30,636,286 Domestic Shares held by Shanghai Fudan Asset Operating Limited; (iii) 18,312,860 Domestic Shares held by Mr. Su Yong, an executive Director; (iv) 15,260,710 Domestic Shares held by Mr. Zhao Da Jun, an executive Director; (v) 7,215,260 Domestic Shares held by Mr. Li Jun, the deputy general manager of the Company; (vi) 6,562,382 Domestic Shares held by Pudong Technology Investment; and (vii) 5,654,600 Domestic Shares held by Ms. Fang Jing, a non-executive Director.
- Reference is made to the announcement of the Company dated 20 January 2009 relating to the public float of the Company. Before Completion of the Placing, the public float of the Company has been lowered to 17.95% upon Shanghai Industrial Investment (Holdings) Co., Ltd (“SIICI”) through Shanghai Pharmaceutical Holding Co., Ltd becoming the ultimate beneficial owner of (i) 139,578,560 Domestic Shares; and (ii) an aggregate of 70,564,000 H Shares. Since SIICI is a substantial shareholder and connected person of the Company, its interest in the H Shares is not counted towards calculation of the public float. Upon Completion of the Placing, the public float of the Company will be 31.62%.

Certain amounts and percentage figures included in this announcement have been subject to rounding adjustments. Any discrepancy between totals and sums of individual amounts listed are due to rounding. Accordingly, figures shown as totals may not be an arithmetic aggregation of the figures preceding them.

By order of the Board

Wang Hai Bo

Chairman

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)

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

4 February 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.

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