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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)

RESTRICTED SHARE SCHEME -

PROPOSED GRANT OF RESTRICTED SHARES TO CONNECTED PERSONS UNDER THE SECOND GRANT

Reference is made to the Announcement, the Circular and the Poll Results Announcement relating to the adoption of Restricted Share Scheme.

The Board announces that at a meeting of the Board on 19 March 2013, the Board resolved that pursuant to the Restricted Share Scheme, the Company would grant not more than 35,500,000 Restricted Shares in the Second Grant to the Scheme Participants at the grant price of RMB0.51 per Restricted Share within two (2) years commencing from the Adoption Date.

As the Scheme Participants of the Restricted Share Scheme under the Second Grant will include certain Directors, Supervisor, director and supervisor of a subsidiary of the Company, the grant of such Restricted Shares will constitute connected transactions of the Company and any such grant is subject to approval by the Independent Shareholders at the AGM and the Class Meetings.

A circular containing, among other things, details of the Second Grant, a letter from the Independent Board Committee and a letter of advice from an independent financial adviser to the Independent Board Committee and the Independent Shareholders, will be despatched to the Shareholders as soon as practicable in accordance with the GEM Listing Rules.

Reference is made to the announcement of the Company dated 11 April 2012 (the "**Announcement**"), the circular of the Company dated 14 May 2012 (the "**Circular**") and the poll results announcement of the Company dated 29 June 2012 relating to the adoption of Restricted Share Scheme. Unless otherwise defined herein, capitalised terms

used in this announcement shall have the same meanings as those defined in the Announcement, the Circular and the Poll Results Announcement.

PROPOSED GRANT OF RESTRICTED SHARES TO CONNECTED PERSONS UNDER THE SECOND GRANT

The Board announces that at a meeting of the Board on 19 March 2013, the Board resolved that pursuant to the Restricted Share Scheme, the Company would grant not more than 35,500,000 Restricted Shares in the Second Grant to the Scheme Participants at the grant price of RMB0.51 per Restricted Share within two (2) years commencing from the Adoption Date.

As the Scheme Participants of the Restricted Share Scheme under the Second Grant will include certain Directors, Supervisor, director and supervisor of a subsidiary of the Company, the grant of such Restricted Shares will constitute connected transactions of the Company and any such grant is subject to approval by the Independent Shareholders.

Particulars of the Restricted Share Scheme could be found in the Announcement, the Circular and the Poll Results Announcement.

GEM LISTING RULES IMPLICATIONS

Particulars of the Scheme Participants who are the connected persons of the Company under the Second Grant are set out as follows:

Names of Scheme Participants	Relationship with the Company	Numbers of Restricted Shares to be granted
Mr. Wang Hai Bo	executive Director	3,000,000
Mr. Su Yong	executive Director	2,000,000
Zhao Da Jun	executive Director	2,000,000
Ms. Zhang Manjuan	Supervisor	870,000
Mr. Zhou Ming	director of a subsidiary of the Company	800,000
Ms. Lu Rong	supervisor of a subsidiary of the Company	800,000

As the Scheme Participants of the Restricted Share Scheme under the Second Grant will include certain Directors, Supervisor, director and supervisor of a subsidiary of the Company, the grant of such Restricted Shares will constitute connected transactions of the Company and any such grant is subject to approval by the Independent Shareholders.

Mr. Wang Hai Bo, Mr. Su Yong and Mr. Zhao Da Jun, executive Directors to be granted the Restricted Shares under the Second Grant, have abstained from voting on the board

resolution approving the proposed grant of Restricted Shares to the connected persons under the Second Grant.

The independent non-executive Directors are of the view that the proposed grants of the Restricted Shares to the connected persons are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

AGM AND CLASS MEETINGS

Shareholders' approval will be sought at the annual general meeting of the holders of H Shares and the holders of Domestic Shares of the Company (the "AGM") and the respective class meetings of the holders of H Shares and the holders of Domestic Shares (the "Class Meetings") to be convened and held for the purpose of approving, among other things, the proposed grant of Restricted Shares to certain Directors, Supervisor, director and supervisor of a subsidiary of the Company.

A circular containing, among other things, details of the Second Grant, a letter from the Independent Board Committee and a letter of advice from an independent financial adviser to the Independent Board Committee and the Independent Shareholders, will be despatched to the Shareholders as soon as practicable in accordance with the GEM Listing Rules.

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

19 March 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 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.

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