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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

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Reference is made to the circular to the shareholders of 上海復旦張江生物醫藥股份有限公司 Shanghai Fudan-Zhangjiang Bio-Pharmaceutical Co., Ltd.* (the “**Company**”) dated 14 May 2012 in relation to, among others, authorization to the board of directors of the Company (the “**Board**”) to amend the articles of association of the Company (the “**Articles of Association**”) according to the result of the exercise of the specific mandate to issue new H shares, deal with the relevant registration and filing procedures with the relevant authorities in China and other matters in relation to the implementation of the shareholders’ approvals.

As at the date of this announcement, the Board has considered and approved the amendments to the Articles of Association according to the result of the exercise of the specific mandate to issue new H shares. The effectiveness of the relevant amendments are still subject to the approval by the relevant authorities in China. Details of the amendments of the Articles of Association are as follows:

I. Article 7 of the Articles of Association

The original Article 7 is:

7. In a shareholders' annual general meeting held on June 24th, 2005, the Company amended its articles of association adopted by the special resolutions of its shareholders' annual general meeting held on June 25th, 2004 (the "Original Articles") and formulated these articles of association of the Company (these "Articles") in accordance with the actual situations concerning its issue of Overseas-Listed Foreign-invested Shares.

These Articles shall replace the Original Articles as of its effective date.

Amended as:

7. In a shareholders' annual general meeting held on June 24th, 2005, the Company amended its articles of association adopted by the special resolutions of its shareholders' annual general meeting held on June 25th, 2004 (the "Original Articles") in accordance with the actual situations concerning its issue of Overseas-Listed Foreign-invested Shares; in a shareholders' Extraordinary General Meeting held on 29 October, 2010, the Company adopted the further amended articles of association of the Company (these "Articles"); upon the authorization by special resolutions passed by the shareholders' Annual General Meeting held on 29 June, 2012, the Board approved this amendment to the articles of association of the Company on March 19, 2013 (the "Amendment to these Articles").

These Articles shall replace the Original Articles as of its effective date. Unless otherwise amended by the Amendment to these Articles, all the other articles of these Articles shall remain its full effect.

II. Article 14 of the Articles of Association

The original Article 14 is:

14. The scope of business of the Company includes research and development of Bio and Medical technology; production of intermediates, medical appliances and medicines (small volume injection, powder, raw material drugs, and in vitro diagnostic reagents); sale of self-produced products; wholesale and importation & exportation of medical appliances (Category III: analytical apparatus for clinical tests (including in vitro diagnostic reagents within the category of medical devices); Category II : medical laser apparatus, dentistry apparatus and appliances), and the provision of related technical services. (Businesses which involve licenses and special regulations of the State to be dealt with in compliance to these regulations, and businesses which involve administrative licenses to be dealt with in compliance to these licenses).

Amended as:

14. The scope of business of the Company includes research and development of Bio and Medical technology (excluding the development and application of body stem cells, gene diagnosis and treatment technology); production of intermediates, medical appliances and medicines (small volume injection (antineoplastic), powder, raw material drugs, and in vitro diagnostic reagents); sale of self-produced products; wholesale and importation & exportation of medical appliances (Category II : medical laser apparatus), and the provision of related technical services. (Businesses which involve licenses and special regulations of the State to be dealt with in compliance to these regulations, and businesses which involve administrative licenses to be dealt with in compliance to these licenses).

III. Article 21 of the Articles of Association

The original Article 21 is:

21. In accordance with the approval of the securities regulatory authorities of the State Council, the Company may issue a total of up to 737,000,000 ordinary shares, and the Company has actually issued a total of 710,000,000 ordinary shares, among which (1) 530,000,000 Domestic-Invested Shares were issued on the establishment of the Company and were wholly subscribed for by the promoters of the Company, of which 18,000,000 Domestic-Invested Shares originally state owned had been decreased according to relevant laws and administrative regulations and thereafter sold and converted into Foreign-invested Shares; (2) 180,000,000 H shares have been initially issued to foreign investors.

Amended as:

21. In accordance with the approval of the securities regulatory authorities of the State Council, the Company has actually issued a total of 852,000,000 ordinary shares, among which (1) 530,000,000 Domestic-Invested Shares were issued on the establishment of the Company and were wholly subscribed for by the promoters of the Company, of which 18,000,000 Domestic-Invested Shares originally state owned had been decreased according to relevant laws and administrative regulations and thereafter sold and converted into Foreign-invested Shares; (2) 180,000,000 H shares have been initially issued to foreign investors; (3) 142,000,000 H shares have been issued to foreign investors through capital increase.

IV. Article 22 of the Articles of Association

The original Article 22 is:

22. In accordance with the approval of the securities regulatory authorities authorized by the State Council, the Company has increased its capital by issuing 180,000,000 Overseas-Listed Foreign-invested Shares, approximately representing 25.35% of the total ordinary shares issued by the Company.

After increase of capital by issuing shares as referred to in the preceding paragraph, the share capital structure of the Company is 710,000,000 issued ordinary shares, of which 512,000,000 Domestic-Invested Shares are held by China General Technology (Group) Holding Ltd. (中國通用技術(集團)控股有限責任公司), Shanghai Pharmaceutical Holding Co., Ltd. (上海醫藥集團股份有限公司), Shanghai Zhangjiang High-Tech Park Development Co., Ltd. (上海張江高科技園區開發股份有限公司), Shanghai Pudong Technology Investment Co., Ltd. (上海浦東科技投資有限公司), Fu Dan University (復旦大學), Wang Hai Bo (王海波), Su Yong (蘇勇), Zhao da Jun (趙大君), Li Jun (李軍) and Fang Jing (方靖), as the promoters of the Company, approximately representing 72.11% of the total issued ordinary shares of the Company; and 198,000,000 H Shares are

held by the holders of Overseas-Listed Foreign-Invested Shares (H shares), representing 27.89% of the Company's total share capital.

Amended as:

22. In accordance with the approval of the securities regulatory authorities authorized by the State Council, the Company has increased its capital by issuing 180,000,000 Overseas-Listed Foreign-invested Shares, approximately representing 25.35% of the total ordinary shares issued by the Company.

After increase of capital by issuing shares as referred to in the preceding paragraph, the share capital structure of the Company is 710,000,000 issued ordinary shares, of which 381,022,184 Domestic-Invested Shares are held by China General Technology (Group) Holding Ltd. (中國通用技術(集團)控股有限責任公司), Shanghai Pharmaceutical Holding Co., Ltd. (上海醫藥集團股份有限公司), Shanghai Zhangjiang High-Tech Park Development Co., Ltd. (上海張江高科技園區開發股份有限公司), Shanghai Pudong Technology Investment Co., Ltd. (上海浦東科技投資有限公司), Fu Dan University (復旦大學), Wang Hai Bo (王海波), Su Yong (蘇勇), Zhao da Jun (趙大君), Li Jun (李軍) and Fang Jing (方靖), as the promoters of the Company, approximately representing 72.11% of the total issued ordinary shares of the Company; and 198,000,000 H Shares are held by the holders of Overseas-Listed Foreign-Invested Shares (H shares), representing 27.89% of the Company's total share capital.

In accordance with the approval of the securities regulatory authorities authorized by the State Council dated December 11, 2012, the Company has increased its capital by issuing 142,000,000 Overseas-Listed Foreign-invested Shares, approximately representing 20% of the total ordinary shares issued by the Company.

After increase of capital by issuing shares as referred to in the preceding paragraph, the share capital structure of the Company is 852,000,000 issued ordinary shares, of which 381,022,184 Domestic-Invested Shares are held by the promoters- Shanghai Pharmaceutical Holding Co., Ltd. (上海醫藥集團股份有限公司), Shanghai Zhangjiang High-Tech Park Development Co., Ltd. (上海張江高科技園區開發股份有限公司), Shanghai Pudong Technology Investment Co., Ltd. (上海浦東科技投資有限公司), Shanghai Fudan Asset Operation Co., Ltd. (上海復旦資產經營有限公司), Wang Hai Bo (王海波), Su Yong (蘇勇), Zhao da Jun (趙大君), Li Jun (李軍) and Fang Jing (方靖), 130,977,816 Domestic-Invested Shares are held by other shareholders, approximately representing 60.09% of the total issued ordinary shares of the Company; and 340,000,000 H Shares are held by the holders of Overseas-Listed Foreign-Invested Shares (H shares), approximately representing 39.91% of the Company's total share capital.

V. Article 25 of the Articles of Association

The original Article 25 is:

25. The Company's registered capital is Renminbi 71,000,000.

Amended as:

25. The Company's registered capital is Renminbi 85,200,000.

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

11 April 2013

** For identification purpose only*

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