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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)**

### **PROPOSED TRANSFER OF LISTING FROM THE GROWTH ENTERPRISE MARKET TO THE MAIN BOARD OF THE STOCK EXCHANGE OF HONG KONG LIMITED**

**Financial Advisor to the Company**



**Guotai Junan Capital Limited**

The Board is pleased to announce that the Company has submitted a formal application to the Stock Exchange on 13 September 2013 for the transfer of listing of the H Shares from GEM to the Main Board pursuant to the transfer of listing procedures under Chapter 9A of the Main Board Listing Rules. The Proposed Transfer will not involve issuance of any new H Shares by the Company.

**There is no assurance that permission will be obtained from the Stock Exchange for the Proposed Transfer. Shareholders and potential investors should be aware that the implementation of the Proposed Transfer is subject to, among other things, the conditions set out below being fulfilled and thus may or may not become effective. Accordingly, the Proposed Transfer may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the H Shares.**

This announcement is made pursuant to Rule 17.10 of the GEM Listing Rules and Part XIVA of the Securities and Futures Ordinance.

## **INTRODUCTION**

Reference is made to the notices of annual general meeting ("AGM") and class meetings (the class meeting of the holders of the H Shares and the class meeting of the holders of the Domestic Shares, together with the AGM, collectively referred to as "2013 Meetings") and the circular of the Company dated 12 April 2013 in relation to, among other things, the Proposed Transfer, and the poll results announcement of the Company for the 2013 Meetings dated 30 May 2013, in which it was disclosed that, among other things, the resolutions in relation to the proposed application to the Stock Exchange for the Proposed Transfer and the proposed filing with the CSRC had been approved at the 2013 Meetings.

The Board is pleased to announce that the Company has submitted a formal application to the Stock Exchange on 13 September 2013 for the Proposed Transfer.

The Board would like to emphasize that the definitive timetable for the Proposed Transfer has not yet been finalized. There is no assurance that the Company will proceed with the Proposed Transfer.

The Proposed Transfer will not involve issuance of any new H Shares by the Company.

## **CONDITIONS OF THE PROPOSED TRANSFER**

The Proposed Transfer is subject to, among other things, the following conditions:

1. the Listing Committee granting approval for the listing of, and permission to deal in, the 340,000,000 H Shares in issue on the Main Board; and
2. all the other relevant consents required or in connection with the implementation of the Proposed Transfer having been obtained, and the fulfillment of all conditions which may be attached to such consents, if any.

**There is no assurance that permission will be obtained from the Stock Exchange for the Proposed Transfer and thus the Proposed Transfer may or may not proceed.**

**Shareholders and potential investors should be aware that the implementation of the Proposed Transfer is subject to, among other things, the conditions set out above being**

**fulfilled and thus may or may not become effective. Accordingly, the Proposed Transfer may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the H Shares.**

This announcement is made pursuant to Rule 17.10 of the GEM Listing Rules and Part XIVA of the Securities and Futures Ordinance.

## **REASONS FOR THE PROPOSED TRANSFER**

The Company is a bio-pharmaceutical company that is principally engaged in the research and development manufacture and sales of new drugs with patents or specific drugs, and provision of auxiliary service. The H Shares of the Company have been listed on GEM since August 2002.

The Directors believe that the listing of the H Shares on the Main Board will help to enhance the image of the Company and increase the liquidity and recognitions of the H Shares by attracting larger institutional and retail investors. The Directors consider that the listing of the H Shares on the Main Board will be beneficial to the future growth, financial flexibility and business development of the Company. The Directors do not contemplate any material change in the nature of business activities of the Company immediately following completion of the Proposed Transfer. The Proposed Transfer will not involve issuance of any new H Shares by the Company.

## **GENERAL**

The Company will make further announcement(s) to keep the Shareholders and potential investors of the Company informed on the progress of the Proposed Transfer as and when appropriate.

## **DEFINITIONS**

Unless the context otherwise requires, capitalized terms used in this announcement shall have the following meanings:

“Board” the board of Directors of the Company

“Company”	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 PRC, whose H shares are listed on the GEM
“CSRC”	China Securities Regulatory Commission
“Director(s)”	the director(s) of the Company
"Domestic Share(s)"	ordinary domestic share(s) of nominal value of RMB0.10 each in the registered capital of the Company which are subscribed for in RMB
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“H Shares”	the overseas listed foreign invested shares of nominal value of RMB0.10 each in the share capital of the Company, which are listed on the GEM and subscribed for and traded in HK\$
“Listing Committee”	the listing sub-committee of the board of directors of the Stock Exchange
“Main Board”	the securities market operated by the Stock Exchange prior to the establishment of GEM (excluding the options market) and which stock market continues to be operated by the Stock Exchange in parallel with GEM, and for avoidance of doubt, it does not include GEM for the purpose hereof
“Main Board Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

“PRC”	the People’s Republic of China, which, for the purpose of this announcement, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Proposed Transfer”	the proposed transfer of the listing of the H Shares of the Company from GEM to the Main Board pursuant to Chapter 9A of the Main Board Listing Rules
“RMB”	Renminbi, the lawful currency of the PRC
"Securities and Futures Ordinance"	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Shareholder(s)”	the shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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)

Ms. Ke Ying (Non-executive Director)

Mr. Shen Bo (Non-executive Director)

Ms. Yu Xiao Yang (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)

Mr. Zhou Zhong Hui (Independent non-executive Director)

**Shanghai, the PRC**

13 September 2013

*\* For identification purpose only*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules 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.*