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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 limited company incorporated in the People's Republic of China)*  
(Stock code: 8231)

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a Extraordinary General Meeting (“EGM”) 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”) will be held at 2nd Floor, No. 308 Cailun Road, Zhangjiang Hi-teck Park, Pudong, Shanghai, the PRC on Firday, 6 July 2007 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following resolution as an Ordinary Resolution:

**“THAT**

- (a) the entering into of the capital increase agreement dated 16 April 2007, a copy of which has been produced to the EGM for the purpose of identification, among the Company, 泰州華盛投資開發有限公司 Taizhou Huasheng Investment Development Company Limited\* (“Taizhou Huasheng”) and 泰州醫藥科技園華源投資發展有限公司 Taizhou Pharmaceutical Science Park Huayuan Investment Development Company Limited\* (“Taizhou Huayuan”), whereby Taizhou Huasheng and Taizhou Huayuan agreed to subscribe the registered capital of RMB5,000,000 and RMB1,000,000 of 泰州復旦張江藥業有限公司 Taizhou Fudan-Zhangjiang Pharmaceutical Company Limited\* respectively, and the transactions contemplated thereto be and are hereby approved and **THAT** the directors of the Company be and are hereby authorized to do, approve and transact all such acts and things as they may in their discretion consider necessary or desirable in connection therewith; and
- (b) the entering into of an annual sales and distribution Agreement dated 25 April 2007, a copy of which has been produced to the EGM for the purpose of identification, between the Company and Shanghai Pharmaceutical, a promoter and substantial shareholder of the Company, whereby the Company has agreed to authorise Shanghai Pharmaceutical to sell and distribute the pharmaceutical products of the Company within Shanghai, and the annual caps and the transactions contemplated thereto be and are hereby approved and **THAT** the directors of the Company be and are hereby authorized to do, approve and transact all such acts and things as they may in their discretion consider necessary or desirable in connection therewith.

By order of the Board  
**Wang Hai Bo**  
*Chairman*

Shanghai, PRC, 15 May 2007

\* *For identification purpose only*

**Notes:**

1. Any shareholder of the Company entitled to attend and vote at the meeting convened by the above notice is entitled to appoint a proxy to attend and to vote in his stead. A proxy need not be a shareholder of the Company.
2. Where there are joint holders of any share in the issued share capital of the Company (“Share”), any one of such persons may note at the meeting, either personally or by proxy, in respect of such Share as if he/she/it were solely entitled thereto; but if more than one of such joint holders be present at the meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of such joint holding.
3. In order to be valid, the proxy form, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power of attorney must be deposited with the Company’s branch share registrar and transfer office in Hong Kong is Computershare Hong Kong Investor Services Limited of 46th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjourned meeting as the case may be or, in the case of poll taken subsequently to the date of the meeting or adjourned meeting, not less than 24 hours before the time appointed for the taking of the poll.
4. The Ordinary Resolution (b) as set out above is required to be determined by way of poll under the Rules Governing the Listing of the Securities on the Growth Enterprise Market of the Stock Exchange of Hong Kong Limited.
5. Any shareholder of the Company entitled to attend the EGM are requested to complete and deliver the reply slip for attendance to the H Share Registrar of the Company’s office in Shanghai before 16 June 2007.

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)  
Mr. Jiang Guo Xing (Non-executive Director)  
Ms. Fang Jing (Non-executive Director)  
Mr. Zhou Jie (Non-executive Director)  
Mr. Guo Jun Yu (Non-executive Director)  
Mr. Zhou Mai (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)

*This announcement, for which the directors of the Company (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, (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.*