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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)

**POLL RESULTS OF 2011 ANNUAL GENERAL MEETING
CLASS MEETING OF THE HOLDERS OF H SHARES
AND
CLASS MEETING OF THE HOLDERS OF DOMESTIC SHARES**

The board of directors (the “**Board**”) of Shanghai Fudan-Zhangjiang Bio-Pharmaceutical Co., Ltd.* (the “**Company**”) is pleased to announce the poll results of the 2011 Annual General Meeting (the “**AGM**”), the Class Meeting of the holders of H shares (the “**H Shareholders Class Meeting**”) and the Class Meeting of the holders of Domestic Shares (the “**Domestic Shareholders Class Meeting**”), together with the AGM and H Shareholders Class Meeting, collectively referred to as the “**Meetings**”) held at No. 308 Cailun Road, Zhangjiang Hi-tech Park, Pudong New Zone, Shanghai, the People’s Republic of China (the “**PRC**”) on Friday, 29 June 2012.

Reference is made to the notices of each Meetings and the circular (the “**Circular**”) dated 14 May 2012 of the Company. Unless otherwise defined, terms used herein shall have the same meanings as those defined in the Circular.

1. CONVENING AND ATTENDANCE OF THE MEETINGS

(1) Convening of the Meetings

The Meetings were held at No. 308 Cailun Road, Zhangjiang Hi-tech Park, Pudong New Zone, Shanghai, PRC on Friday, 29 June 2012.

The Meetings were convened by the Board and chaired by Mr. Wang Hai Bo, the Chairman of the Company, as on-site meetings. None of the resolutions has been vetoed or amended at the Meetings. No new proposal has been submitted for voting and approval.

(2) Attendance of the Meetings

On 29 June 2012, the total number of issued shares of the Company (the “**Shares**”) was 710,000,000 Shares, of which 512,000,000 Shares were Domestic Shares and 198,000,000 Shares were H Shares.

Attendance of AGM

Except for Resolution 10.4, the total number of Shares entitling the holders to attend and vote for or against the resolutions at the AGM was 710,000,000 Shares. The total number of Shares entitling the holders to attend and vote only against the resolutions at the AGM was 0. The total number of Shares with voting rights represented by the holders of Shares (the “**Shareholders**”) attending the AGM in person or by proxy was 593,868,000 Shares, representing approximately 83.64% of the total number of issued Shares.

For Resolution 10.4, Mr. Wang Hai Bo, Mr. Su Yong and Mr. Zhao Da Jun, the executive directors of the Company, and its associates, collectively holding 85,460,000 Shares, abstained from voting on the special resolution as they have material interests in this. The total number of Shares entitling the holders to attend and vote for or against this special resolution at the AGM was 624,540,000 Shares. The total number of Shares entitling the holders to attend and vote only against Resolution 10.4 at the AGM was 0. The total number of Shares with voting rights, represented by Shareholders attending the AGM in person or by proxy was 508,408,000 Shares.

Attendance of H Shareholders Class Meeting

The total shares entitling the holders to attend and vote for or against the resolutions at the H Shareholders Class Meeting were 198,000,000 shares. The total share entitling the holders to attend and vote only against the resolutions at the H Shareholders Class Meeting was 0. The total shares with voting rights represented by the shareholders attending the H Shareholders Class Meeting were 81,868,000 shares, representing 41.35% of the total issued H shares of the Company.

Attendance of Domestic Shareholders Class Meeting

The total shares entitling the holders to attend and vote for or against the resolutions at the Domestic Shareholders Class Meeting were 512,000,000 shares. The total share entitling the holders to attend and vote only against the resolutions at the Domestic Shareholders Class Meeting was 0. The total shares with voting rights represented by the shareholders attending the Domestic Shareholders Class Meeting were 512,000,000 shares, representing 100% of the total issued Domestic shares of the Company.

Certain Directors, supervisors and the secretary to the Board of the Company attended the Meetings. The Meetings were convened and conducted in compliance with the requirements of the relevant laws and regulations and the Articles of Association of the Company.

2. VOTING RESULTS OF THE MEETINGS

(1) Voting results of AGM

Ordinary Resolutions	Number of votes cast and approximate percentage of total number of votes cast (%)			Total number of votes cast
	For	Against	Abstain	
1. Resolved to approve the report of the Directors for the year ended 31 December 2011.	593,868,000 (100%)	0 (0%)	0 (0%)	593,868,000
2. Resolved to approve the report of the Supervisory Committee for the year ended 31 December 2011.	593,868,000 (100%)	0 (0%)	0 (0%)	593,868,000
3. Resolved to approve the audited consolidated financial statements and the reports of the auditors for the year ended 31 December 2011.	593,868,000 (100%)	0 (0%)	0 (0%)	593,868,000
4. Resolved to approve the profit distribution plan for the year ended 31 December 2011 with no dividend distribution.	593,868,000 (100%)	0 (0%)	0 (0%)	593,868,000
5. Resolved to approve the re-appointment of auditors (domestic and overseas) and authorize the Board to fix their remunerations for the year 2012.	593,868,000 (100%)	0 (0%)	0 (0%)	593,868,000
6. Resolved to approve the remuneration policies for the Directors and Supervisors of the Company for the year ending 31 December 2012 and to authorize the Board to implement such remuneration policies.	593,868,000 (100%)	0 (0%)	0 (0%)	593,868,000
7. Resolved to approve the appointments of Mr. Shen Bo as a non-executive Director.	593,868,000 (100%)	0 (0%)	0 (0%)	593,868,000
8. Resolved to approve the appointments of Mr. Chen Meng Zhao as a Supervisor.	593,868,000 (100%)	0 (0%)	0 (0%)	593,868,000

Special Resolutions	Number of votes cast and approximate percentage of total number of votes cast (%)			Total number of votes cast
	For	Against	Abstain	
9. Resolved to approve that:				
9.1 the Board be and is hereby granted the specific mandate to allot and issue not more than 142,000,000 New H Shares, which can be exercised once or more during the Relevant Period subject to the conditions as set out in the Notice of 2011 Annual General Meeting.	593,868,000 (100%)	0 (0%)	0 (0%)	593,868,000
9.2 contingent on the Board resolving to issue Shares pursuant to the sub-paragraph 9.1 above, the Board be and is authorised to approve, execute and do or procure to be executed and done, all such documents, deeds, and things as it may consider necessary and appropriate in connection with the exercise of the specific mandate to issue New H Shares and other relevant matters, including without limitation, those as specified in the Notice of 2011 Annual General Meeting.”	593,868,000 (100%)	0 (0%)	0 (0%)	593,868,000
10. Resolved to approve that:				
10.1 the adoption of the Restricted Share Scheme by the Company be and is hereby approved and the Board be and is hereby authorized to do all acts and things as they consider necessary or expedient or desirable in connection with the implementation of the Scheme.	593,868,000 (100%)	0 (0%)	0 (0%)	593,868,000
10.2 the issue of not more than 71,000,000 Domestic Shares as Restricted Shares under the Restricted Share Scheme be and is hereby approved.	593,868,000 (100%)	0 (0%)	0 (0%)	593,868,000
10.3 the Board be and is hereby authorized to conduct the Initial Grant of not more than 35,500,000 Restricted Shares within one (1) year commencing from the Adoption Date pursuant to the Restricted Share Scheme.	593,868,000 (100%)	0 (0%)	0 (0%)	593,868,000
10.4 the grants of Restricted Shares to three executive Directors under the Initial Grant, that is, 3,000,000 Restricted Shares to Mr. Wang Hai Bo, 2,000,000 Restricted Shares to Mr. Su Yong and 2,000,000 Restricted Shares to Mr. Zhao Da Jun be and are hereby approved.	508,408,000 (100%)	0 (0%)	0 (0%)	508,408,000

(2) Voting results of H Shareholders Class Meeting

Special Resolutions	Number of votes cast and approximate percentage of total number of votes cast (%)			Total number of votes cast
	For	Against	Abstain	
1. Resolved to approve that:				
1.1 the Board be and is hereby granted the specific mandate to allot and issue not more than 142,000,000 New H Shares, which can be exercised once or more during the Relevant Period subject to the conditions as set out in the Notice of 2011 Annual General Meeting.	81,868,000 (100%)	0 (0%)	0 (0%)	81,868,000
1.2 contingent on the Board resolving to issue Shares pursuant to the sub-paragraph 9.1 above, the Board be and is authorised to approve, execute and do or procure to be executed and done, all such documents, deeds, and things as it may consider necessary and appropriate in connection with the exercise of the specific mandate to issue New H Shares and other relevant matters, including without limitation, those as specified in the Notice of 2011 Annual General Meeting.”	81,868,000 (100%)	0 (0%)	0 (0%)	81,868,000
2. Resolved to approve that:				
2.1 the adoption of the Restricted Share Scheme by the Company be and is hereby approved and the Board be and is hereby authorized to do all acts and things as they consider necessary or expedient or desirable in connection with the implementation of the Scheme.	81,868,000 (100%)	0 (0%)	0 (0%)	81,868,000
2.2 the issue of not more than 71,000,000 Domestic Shares as Restricted Shares under the Restricted Share Scheme be and is hereby approved.	81,868,000 (100%)	0 (0%)	0 (0%)	81,868,000
2.3 the Board be and is hereby authorized to conduct the Initial Grant of not more than 35,500,000 Restricted Shares within one (1) year commencing from the Adoption Date pursuant to the Restricted Share Scheme.	81,868,000 (100%)	0 (0%)	0 (0%)	81,868,000

(3) Voting results of Domestic Shareholders Class Meeting

Special Resolutions	Number of votes cast and approximate percentage of total number of votes cast (%)			Total number of votes cast
	For	Against	Abstain	
1. Resolved to approve that:				
1.1 the Board be and is hereby granted the specific mandate to allot and issue not more than 142,000,000 New H Shares, which can be exercised once or more during the Relevant Period subject to the conditions as set out in the Notice of 2011 Annual General Meeting.	512,000,000 (100%)	0 (0%)	0 (0%)	512,000,000
1.2 contingent on the Board resolving to issue Shares pursuant to the sub-paragraph 9.1 above, the Board be and is authorised to approve, execute and do or procure to be executed and done, all such documents, deeds, and things as it may consider necessary and appropriate in connection with the exercise of the specific mandate to issue New H Shares and other relevant matters, including without limitation, those as specified in the Notice of 2011 Annual General Meeting.”	512,000,000 (100%)	0 (0%)	0 (0%)	512,000,000
2. Resolved to approve that:				
2.1 the adoption of the Restricted Share Scheme by the Company be and is hereby approved and the Board be and is hereby authorized to do all acts and things as they consider necessary or expedient or desirable in connection with the implementation of the Scheme.	512,000,000 (100%)	0 (0%)	0 (0%)	512,000,000
2.2 the issue of not more than 71,000,000 Domestic Shares as Restricted Shares under the Restricted Share Scheme be and is hereby approved.	512,000,000 (100%)	0 (0%)	0 (0%)	512,000,000
2.3 the Board be and is hereby authorized to conduct the Initial Grant of not more than 35,500,000 Restricted Shares within one (1) year commencing from the Adoption Date pursuant to the Restricted Share Scheme.	512,000,000 (100%)	0 (0%)	0 (0%)	512,000,000

All the above resolutions were duly passed. Shareholders may refer to the notices of Meetings and Circular for details of the resolutions.

The auditor of the Company, PricewaterhouseCoopers, was appointed as scrutineer for vote-taking. The poll results were subject to scrutiny by PricewaterhouseCoopers, Certified Public Accountants, whose work was limited to certain procedures requested by the Company to agree the poll results summary prepared by the Company to poll forms collected and provided by the Company to PricewaterhouseCoopers. The work performed by PricewaterhouseCoopers in this respect did not constitute an assurance engagement in accordance with Hong Kong Standards on Auditing, Hong Kong Standards on Review Engagements or Hong Kong Standards on Assurance Engagements issued by the Hong Kong Institute of Certified Public Accountants nor did it include provision of any assurance or advice on matters of legal interpretation or entitlement to vote.

By Order of the Board
Shanghai Fudan-Zhangjiang Bio-Pharmaceutical Co., Ltd*
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

29 June 2012

** 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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