

*The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this announcement, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



## 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)**

### **CHANGE OF DIRECTORS AND SUPERVISORS**

Reference is made to the announcement of Shanghai Fudan-Zhangjiang Bio-Pharmaceutical Co., Ltd. (the “**Company**”) dated 19 March 2013 and the circular of the Company dated 12 April 2013, in relation to, among other things, the proposed new appointments of director (the “**Director**”) and supervisor (the “**Supervisor**”).

Ms. Yu Xiao Yang (“**Ms. Yu**”) has been newly appointed as a non-executive director of the forth session of the board of directors of the Company (the “**Board**”), Mr. Zhou Zhong Hui (“**Mr. Zhou**”) has been newly appointed as an independent non-executive director of the fourth session of the Board, Mr. Zhao Wen Bin (“**Mr. Zhao**”) and Mr. Li Ning Jian (“**Mr. Li**”) have been newly appointed as supervisors of the fourth session of the supervisory committee effective upon conclusion of the 2012 annual general meeting of the Company ( the “**AGM**”).

The biographical details of Ms. Yu, Mr. Zhou, Mr. Zhao and Mr. Li required to be disclosed pursuant to Rule 17.50(2) the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”) are set out as follows:

**Yu Xiao Yang**, 56, graduated from International Management Institute (Geneva), predecessor of International Institute for Management Development, IMD with a master’s degree in Business Administration. Ms. Yu is a Founding Partner of China New Enterprise Investment (CNEI) and has over 20 years of banking and investment experience. She was among the first mainland Chinese to embark on a professional career

with major international financial institutions. She served at Paris Bank in Geneva, Dresdner Bank in Frankfurt, London and New York, and Salomon Brothers in New York.

**Zhou Zhong Hui**, 66, graduated from Shanghai University of Finance and Economics with a doctor's degree in economics. He is a member of the International Advisory Committee of the China Securities Regulatory Commission, the Audit Regulation Committee of Chinese Institution of Certified Public Accountant and the managing director of China Appraisal Society. He used to be the Chief Accountant of the China Securities Regulatory Commission, the Senior Partner and General Manager and Director of accountant of PricewaterhouseCoopers Zhong Tian CPAs Limited Company and the Professor of Shanghai University of Finance and Economics. He has been an independent director of BesTV New Media Co., Ltd., a company listed on the Shanghai Stock Exchange (Shanghai Stock Code: 600637) since 23 December 2011.

**Zhao Wen Bin**, 39, graduated from Fudan University in 1998. He is currently the managing director of Shanghai Fudan Holdings Co., Ltd. He used to be deputy managing director of the Enterprise Incubation & Equity Management Office of Fudan University, the secretary of Fudan Charity Fund, deputy director of Student Service Union, deputy secretary of Fudan University Committee of the Communist Youth League, etc.

**Li Ning Jian**, 30, graduated from Nanjing University with a bachelor's degree in economics and a bachelor's degree in management, Hong Kong Baptist University with a master's degree in science and University of Kent UK with a master's degree in science. He has years of experience in venture capital and securities investment. He is currently the senior investment manager of Shanghai Pudong Science and Technology Investment Co., Ltd.

None of Ms. Yu, Mr. Zhou, Mr. Zhao and Mr. Li has any interest, deemed interest or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance).

None of Ms. Yu, Mr. Zhou, Mr. Zhao and Mr. Li held any other positions in the Company or any of its subsidiaries, or save as disclosed above any directorship in other listed public companies in the last three years, or has any relationship with any Directors, senior management, substantial shareholders, or controlling shareholders of the Company. There is no information relating to Ms. Yu, Mr. Zhou, Mr. Zhao and Mr. Li that is required to be disclosed pursuant to Rule 17.50(2) (h) to (v) of the GEM Listing Rules. Save as

disclosed above, there is no other matter in relation to the appointments of them that needs to be brought to the attention of the shareholders of the Company.

The terms of office of Ms. Yu, Mr. Zhou, Mr. Zhao and Mr. Li will be from the date of the AGM until the date of the annual general meeting to be held around June 2014 (except for re-election). The Company is not required to pay any director's fee or emolument / supervisor's remuneration to Ms. Yu, Mr. Zhao and Mr. Li. The director's remuneration payable to Mr. Zhou will be determined by reference to the remuneration benchmark in the industry and the prevailing market conditions.

Mr. Hao Hong Quan ("**Mr. Hao**") and Mr. Zhu Ke Qin cease to act as the non-executive Directors, Mr. Zhu Zu Shun and Mr. Chen Meng Zhao ("**Mr. Chen**") cease to act as the Supervisor of the Company upon conclusion of the AGM. Mr. Hao, Mr. Zhu Ke Qin, Mr. Zhu Zu Shun and Mr. Chen confirm that they do not have any difference in opinions with the Board, and there is not any matter which needs to draw to the attention of the shareholders of the Company in relation to their respective cessation of office.

The Board would like to take this opportunity to welcome Ms. Yu, Mr. Zhou, Mr. Zhao and Mr. Li and to express its gratitude to Mr. Hao, Mr. Zhu Ke Qin, Mr. Zhu Zu Shun and Mr. Chen for their valuable contribution rendered to the Company.

By order of the board

**Wang Hai Bo**

*Chairman*

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)

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

30 May 2013

*\* For identification purpose only*

*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 (“**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.*

*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.*