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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

#### **(1) RESIGNATION OF DIRECTOR; AND (2) PROPOSED APPOINTMENT OF DIRECTOR**

#### **RESIGNATION OF DIRECTOR**

The board of directors (the “**Directors**” and the “**Board**”) of Shanghai Fudan-Zhangjiang Bio-Pharmaceutical Co., Ltd. (the “**Company**”) announced on 16 August 2013 that Mr. Weng De Zhang (“**Mr. Weng**”) has tendered resignation as independent non-executive Director of the fourth session of the Board due to his personal commitments. Such resignation has been accepted by the Board upon discussions and will become effective after the conclusion of the forthcoming extraordinary general meeting (the “**EGM**”) of the Company.

Mr. Weng has confirmed that he does not have any disagreement with the Company and there is no matter relating to his resignation that needs to be brought to the attention of the shareholders of the Company or The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Board hereby extends its appreciation for the contributions of Mr. Weng to the Company during his tenure of office.

## **PROPOSED APPOINTMENT OF DIRECTOR**

The Board also announced that it proposes to appoint Mr. Lam Yiu Kin (“**Mr. Lam**”) as independent non-executive Director of the fourth session of the Board.

According to the articles of association of the Company, the proposed appointment of Director is subject to approval by the shareholders of the Company at the EGM. The proposal (as set out in the circular of the Company and the notice of the EGM which will be despatched in the near future) will be put forward to the EGM for the shareholders’ consideration and approval by way of ordinary resolution.

Biographical details of the proposed independent non-executive Director are as follows:

**Mr. Lam Yiu Kin**, 58, graduated from Hong Kong Polytechnic University. He is a fellow member of the Association of Chartered Certified Accountants (ACCA), the Institute of Chartered Accountants in England & Wales (ICAEW), the Institute of Chartered Accountants in Australia (ICAA), and Hong Kong Institute of Certified Public Accountants (HKICPA). He is presently an Adjunct Professor in the Department of Accountancy of the Hong Kong Polytechnic University, and a committee member of the Hong Kong Management Association. He used to be a member of the Listing Committee of the Stock Exchange, a committee member of HKICPA, and a partner with PricewaterhouseCoopers Hong Kong. Mr. Lam has extensive experiences in accounting, auditing and business consulting.

Mr. Lam has no 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).

Mr. Lam held no other positions in the Company or any of its subsidiaries, or any directorship in other listed public companies in the last three years, or has any relationship with any Directors, senior management and substantial shareholders of the Company. There is no information relating to Mr. Lam that is required to be disclosed pursuant to Rule 17.50(2) (h) to (v) of the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange (the “**GEM Listing Rules**”). Save as disclosed above, there is no other matter in relation to the appointment of Mr. Lam that needs to be brought to the attention of the shareholders.

Upon the appointment of Mr. Lam being approved by the shareholders of the Company, he will enter into a service contract with the Company. The term of office of Mr. Lam will be from the date of his being elected at the EGM until the date of the annual general meeting to be held around June 2014 (except for re-election). His remuneration as independent non-executive Director will be determined based on the Company’s remuneration policy for Directors and subject to the approval by shareholders at a general meeting of the Company.

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**

16 August 2013

*\* 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 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 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.*

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