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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 AMENDMENTS TO
THE ARTICLES OF ASSOCIATION OF THE COMPANY**

In view of certain amendments made to the GEM Listing Rules relating to corporate governance issues effective on 31 March 2004, the Board of the Company proposes to amend the Articles of Association of the Company.

The proposed amendments to the Articles of Association are subject to the approval of the shareholders of the Company by way of special resolution at the AGM. This announcement is made pursuant to Rule 17.50(1) of the GEM Listing Rules.

In view of certain amendments made to the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the "GEM Listing Rules") relating to corporate governance issues which will become effective on 31 March 2004 subject to certain transitional arrangements, the Board of Directors (the "Board") of Shanghai Fudan-Zhangjiang Bio-Pharmaceutical Co., Ltd. (the "Company") announces that at a meeting of the Board held on 25 March 2004, the Board proposed to the shareholders of the Company for approval of the following amendments to the Articles of Association of the Company ("Articles of Association"):

(1) Art.75, 92, 98 and 133 of the Articles of Association be amended in accordance with the latest amendments to the GEM Listing Rules as follows:

(a) By adding the following to the end of Art.75:

"Where any shareholder is, under the GEM Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any vote cast or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted."

(b) By adding the following to the end of Art. 92:

"(4) Where any shareholder is, under the GEM Listing Rules, required to abstain from voting any particular resolution in a class meeting or restricted to voting

only for or only against any particular resolution in a class meeting, any vote cast or on behalf of any shareholder in contravention of such requirement or restriction shall not be counted.”

(c) By adding the following to the second paragraph of Art.98:

“The period for lodgment of the notices referred to in this paragraph will commence no earlier than the day after the despatch of the notice of the meeting appointed for such election and end no later than 7 days prior to the date of such meeting.”

(d) By adding “any board resolution approving” or “any of his associates (as defined in the GEM Listing Rules)” to the second paragraph of Art.133 of the Articles of Association so that the paragraph reads as follows:

“A director shall not vote on any board resolution approving any contract or arrangement or any other proposal in which he or any of his associates (as defined in the GEM Listing Rules) has material interest nor shall he be counted in the quorum present at the meeting.”

(2) Article 97 of the Articles of Association be amended so that the total number of directors of the Company shall be 10 and that the number of independent directors shall be 3.

The proposed amendments to the Articles of Association are subject to the approval of the shareholders of the Company by way of special resolution at the annual general meeting (“AGM”) of the Company to be held at 2nd Floor, No. 308 Cailun Road, Zhangjiang Hi-tech Park, Pudong, Shanghai, the PRC on Friday 25 June 2004 at 10:00 a.m. The amendments are also subject to approval by the relevant PRC administrative authorities. Details of the special resolution approving the above amendments to the Articles of Association are also set out in the Notice of AGM dated 25 March 2004.

By Order of the Board
Wang Hai Bo
Chairman

Shanghai, the PRC, 29 March 2004

** For identification only*

This announcement, for which the directors (the “Directors”) of Shanghai Fudan-Zhangjiang Bio-Pharmaceutical Co., Ltd. (the “Company”) 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:- 1. the information contained in this announcement is accurate and complete in all material respects and not misleading; 2. there are no other matters the omission of which would make any statement in this announcement misleading; and 3. 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 for at least 7 days from the date of its posting.