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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 2010 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2010 Annual General Meeting (the “AGM”) 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 No. 308, Cailun Road, Zhangjiang Hi-Tech Park, Pudong New Area, Shanghai, China at 10:00 a.m. on Friday, 27 May 2011 for the purpose of considering and, if thought fit, passing the following resolutions:

AS ORDINARY RESOLUTIONS:

1. To consider and approve the report of the Directors for the year 2010.
2. To consider and approve the report of the Supervisory Committee for the year 2010.
3. To consider and approve the audited financial statements and auditors’ report for the year 2010.
4. To consider and approve the profit distribution plan of the Company for the year 2010.
5. To consider and approve the appointment of auditors (domestic and overseas) and authorize the Board to fix their remunerations for the year 2011.

6. To consider and approve the proposal in relation to remuneration of the Directors and Supervisors of the Company for the year 2011, and to authorize the Board to implement the proposal.
7. To consider and approve the appointments of members of the fourth session of the Board and the fourth session of the Supervisory Committee of the Company.
8. To consider and approve the entering into of the strategic cooperation agreement for innovative pharmaceuticals research and development (the “**Strategic Cooperation Agreement**”) with Shanghai Pharmaceuticals Holding Co., Ltd. and the annual caps for the three financial years ending 31 December 2013 for the Continuing Connected Transactions contemplated thereunder:

“**THAT**

- (i) the entering into of the Strategic Cooperation Agreement dated 23 February 2011 between the Company and Shanghai Pharmaceuticals Holding Co., Ltd., a copy of which has been produced to the AGM for the purpose of identification, and the annual caps for the three financial years ending 31 December 2013 for the Continuing Connected Transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and
- (ii) that any one of the directors of the Company be and is hereby authorized to do, approve and transact all such acts and things as the director may in his/her discretion consider necessary or desirable in connection therewith.”

AS A SPECIAL RESOLUTION:

9. To consider and approve the granting of a general mandate to the Board to issue the shares of the Company:

“**THAT:**

- (1) there be granted to the Board of Directors of the Company an unconditional general mandate to issue, allot and deal with additional shares in the capital of the Company (whether domestic shares and/or H shares) and to make or grant offers, agreements and options in respect thereof, subject to the following conditions:
 - (a) such mandate shall not extend beyond the Relevant Period save that the Board of the Company may make or grant offers, agreements or options during the Relevant Period which might require the exercise of such powers after the end of the Relevant Period;
 - (b) the aggregate nominal amount of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or

otherwise) by the Board of the Company otherwise than pursuant to the share option scheme adopted by the Company for the grant or issue of shares of the Company, shall not exceed:

- (i) 20 per cent of the aggregate nominal amount of Domestic Shares of the Company in issue; and / or
- (ii) 20 per cent of the aggregate nominal amount of H Shares of the Company in issue,

in each case as at the date of this Resolution; and

- (c) the Board of Directors will only exercise its power under such mandate in accordance with the Company Law of the PRC and the Rules Governing the Listing of Securities on The Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (as the same may be amended from time to time) and only if all necessary approvals from the China Securities Regulatory Commission and/or other relevant PRC government authorities are obtained;
- (d) For the purposes of this Resolution:

“**Domestic Shares**” means the domestic invested shares in the share capital of the Company, with a nominal value of RMB0.10 each, which are subscribed for by PRC investors and held in RMB;

“**H Shares**” means the overseas-listed foreign invested shares in the share capital of the Company, with a nominal value of RMB0.10 each, which are held and traded in Hong Kong dollars;

“**Relevant Period**” means the period from the date of passing this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company following the passing of this Resolution; or
- (ii) the expiry date of the 12-month period following the passing of this Resolution; or
- (iii) the passing of a special resolution of the Company in general meeting revoking or varying the authority set out in this Resolution.

- (2) Provided that the Board resolves to issue shares pursuant to paragraph (1) of this Resolution, authorized the Board:

- (a) to approve, enter into, procure to enter into and engage in all documents, agreements and matters which it deems to be in connection with the issue of such new shares, including but not limited to the time and place for such issue, to make all necessary applications to the relevant authorities, to enter into underwriting agreement (or any other agreements);
- (b) to determine the use of proceeds and to make necessary filings and registration with the PRC, Hong Kong and other relevant authorities;
- (c) to make amendments to the Articles of Association as deemed appropriate for the increase of the Company's registered capital and to reflect the new share capital structure of the Company under the intended allotment and issue of the Shares of the Company pursuant to the resolution under paragraph (1) of this resolution."

By Order of the Board
Wang Hai Bo
Chairman

As at the date on the publication of this notice, 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. Zhou Jie (Non-executive Director)
Mr. Guo Jun Yu (Non-executive Director)
Mr. Hao Hong Quan (Non-executive Director)
Mr. Zhu Ke Qin (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

8 April 2011

** For identification purpose only*

Notes:

1. The register of the H shareholders of the Company will be closed from Wednesday, 27 April 2011 to Friday, 27 May 2011 (both days inclusive). During this period, no transfer of the H shares of the Company will be registered. Any holder of the H shares of the Company whose name appears on the Company's register of H shareholders at the close of business hours on Tuesday, 26 April 2011 and has completed the registration procedures, is entitled to attend and vote at the AGM.

Address of Computershare Hong Kong Investor Services Limited is as follows:

Shops 1712-1716,
17th Floor,
Hopewell Centre,
183 Queen's Road East,
Hong Kong

2. 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/her stead. A proxy need not be a shareholder of the Company.
3. Where there are joint holders of any share in the issued share capital of the Company ("Share"), any one of such persons may vote 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.
4. In order to be valid, the proxy form duly completed and signed in accordance with the instructions printed thereon, together with the power of attorney or other authority (if any) under which it is signed, and 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, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 24 hours before the time fixed for holding the meeting or any adjourned meeting as the case may be.
5. The resolutions as set out above are required to be determined by way of poll under the GEM Listing Rules.
6. Any shareholder of the Company entitled to attend the AGM is requested to complete and deliver the reply slip for attendance to the Secretary to the Board of the Company on or before Friday, 6 May 2011.

Details of the Office of the Secretary to the Board of the Company are as follows:

No. 308, Cailun Road
Zhangjiang Hi-Tech Park
Pudong New Area,
Shanghai, China
Post Code: 201210
Tel : 86-21- 5855 3628
Fax : 86-21- 5855 3893

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, (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.