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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)**

**NOTICE OF EGM**

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting (the “**EGM**”) of Shanghai Fudan-Zhangjiang Bio-Pharmaceutical Co., Ltd.\* (上海復旦張江生物醫藥股份有限公司) (the “**Company**”) will be held at No. 308, Cailun Road, Zhangjiang Hi-Tech Park, Pudong New Area, Shanghai, the PRC at 10:00 a.m. on Wednesday, 9 October 2013 for the purpose of considering and, if thought fit, passing the following resolution (unless otherwise indicated, capitalized terms used in this notice and the following resolution shall have the same meanings as those defined in the circular of the Company dated 23 August 2013):

**ORDINARY RESOLUTION:**

1. To consider and approve the appointment of Mr. Lam Yiu Kin as an independent non-executive Director.

By order of the Board  
**Shanghai Fudan-Zhangjiang Bio-Pharmaceutical Co., Ltd.\***  
**Wang Hai Bo**  
*Chairman*

Shanghai, the PRC  
23 August 2013

*Notes:*

1. In order to determine the list of Shareholders who are entitled to attend the EGM, the Company's registers of members will be closed from Monday, 9 September 2013 to Wednesday, 9 October 2013, both days inclusive, during which period no transfer of Shares will be effected. Holders of H Shares and Domestic Shares whose names appear on the Company's registers of members on Friday, 6 September 2013 are entitled to attend the EGM. In order to qualify for attending and vote at the EGM, holders of H Shares whose transfers have not been registered shall deposit the transfer documents together with the relevant share certificates at the H Share registrar of the Company not later than 4:30 p.m. on Friday, 6 September 2013.

Address of the Company's H Share registrar, 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, any one of such persons may vote at the meeting, either in person 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 H 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 (for holders of H Shares), or with the office of the secretary to the Board of the Company, at No. 308, Cailun Road, Zhangjiang Hi-Tech Park, Pudong New Area, Shanghai, the PRC (for holders of Domestic Shares), not later than 24 hours before the time fixed for holding the meeting or any adjourned meeting as the case may be.
5. The resolution as set out above is required to be determined by way of poll under the GEM Listing Rules.
6. Any Shareholder of the Company entitled to attend the EGM is requested to complete and deliver the reply slip for attendance on or before Wednesday, 18 September 2013.

***For holders of Domestic Shares***

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

***For holders of H Shares***

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

\* *For identification purpose only.*