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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: 1349)

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** an 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 10:00 a.m. on Friday, 30 May 2014 for the purpose of considering and, if thought fit, passing the following resolutions (unless otherwise indicated, capitalized terms used in this notice and the following resolutions shall have the same meanings as those defined in the circular of the Company dated 9 April 2014:

**AS ORDINARY RESOLUTIONS**

1. To consider and approve the report of the Board for the year 2013.
2. To consider and approve the report of the Supervisory Committee for the year 2013.
3. To consider and approve the audited financial statements and the auditors' report for the year 2013.
4. To consider and approve the proposal in relation to non-distribution of final dividend of the Company for the year 2013.
5. To consider and approve the election of auditors (domestic and overseas) and authorize the Board to fix their remunerations for the year 2014.
6. To consider and approve the re-election and election of the following candidates as the Directors of the fifth session of the Board:
  - 6.1 To consider and approve the re-election of Mr. Wang Hai Bo as an executive Director;

- 6.2 To consider and approve the re-election of Mr. Su Yong as an executive Director;
  - 6.3 To consider and approve the re-election of Mr. Zhao Da Jun as an executive Director;
  - 6.4 To consider and approve the re-election of Ms. Ke Ying as a non-executive Director;
  - 6.5 To consider and approve the re-election of Mr. Shen Bo as a non-executive Director;
  - 6.6 To consider and approve the re-election of Ms. Yu Xiao Yang as a non-executive Director;
  - 6.7 To consider and approve the re-election of Mr. Zhou Zhong Hui as an independent non-executive Director;
  - 6.8 To consider and approve the re-election of Mr. Lam Yiu Kin as an independent non-executive Director; and
  - 6.9 To consider and approve the election of Mr. Chen Kai Xian as an independent non-executive Director.
7. To consider and approve the re-election of the following candidates as the Supervisors of the fifth session of the Supervisory Committee:
    - 7.1 To consider and approve the re-election of Mr. Zhao Wen Bin as a Supervisor;
    - 7.2 To consider and approve the re-election of Mr. Li Ning Jian as a Supervisor;
    - 7.3 To consider and approve the re-election of Ms. Zhang Man Juan as a Supervisor;
    - 7.4 To consider and approve the re-election of Mr. Guo Yi Cheng as a Supervisor; and
    - 7.5 To consider and approve the re-election of Mr. Xu Qing as a Supervisor.
  8. To consider and approve the proposal in relation to remuneration of the Directors and Supervisors for the year 2014, and to authorize the Board to implement the proposal.

#### **AS SPECIAL RESOLUTIONS**

9. To consider and approve the amendments to the Articles of Association of the Company in respect of Articles 7, 97, 117 and 118 (details of which are set out in Appendix I to the circular of the Company dated 9 April 2014), and to authorize the Board to make all necessary applications, approvals, registrations and filings and other related matters (if any) in connection with the amendments to the Articles of Association including revisions to wordings as required by the competent authorities of the PRC.

10. 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 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 total 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 Domestic Shares in issue; and/or

(ii) 20 per cent of the H Shares in issue, in each case as at the date of this Resolution; and

(c) the Board 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 Main Board 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, place and method of 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; and
- (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 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. Zhou Zhong Hui (*Independent Non-executive Director*)

Mr. Lam Yiu Kin (*Independent Non-executive Director*)

Shanghai, the People's Republic of China

9 April 2014

\* *For identification purpose only*

*Notes:*

1. In order to determine the list of Shareholders who are entitled to attend the AGM, the Company's registers of members will be closed from Wednesday, 30 April 2014 to Friday, 30 May 2014 (both days inclusive), during which period no transfer of Shares will be registered. Holders of H Shares and Domestic Shares whose names appear on the Company's registers of members at the close of business hours on Tuesday, 29 April 2014 and has completed the registration procedures, are entitled to attend the AGM.
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 (for the holders of H Shares), or to the office of the secretary to the Board of the Company at No. 308, Cailun Road, Zhangjiang Hi-Tech Park, Pudong New Area, Shanghai, China (for the holders of Domestic Shares) 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 Listing Rules.
6. Any Shareholder entitled to attend the AGM is requested to complete and deliver the reply slip for attendance on or before Friday, 9 May 2014.

***For holders of Domestic Shares***

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***For holders of H Shares***

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