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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, 29 May 2015 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 2015):

AS ORDINARY RESOLUTIONS

1. To consider and approve the report of the Board for the year 2014.
2. To consider and approve the report of the Supervisory Committee for the year 2014.
3. To consider and approve the audited financial statements and the auditors' report for the year 2014.
4. To consider and approve the proposed profit distribution plan for the year ended 31 December 2014 and the final dividend distribution plan for the year ended 31 December 2014, and to authorize the Board to distribute such final dividend to its Shareholders.
5. To consider and approve the election of auditors (domestic and overseas) and authorize the Board to fix their remunerations for the year 2015.

* For identification purpose only.

6. To consider and approve the proposal in relation to remuneration of the Directors and Supervisors for the year 2015, and to authorize the Board to implement the proposal.
7. To consider and approve the appointment of Mr. Xu Qing as an independent non-executive Director.
8. To consider and approve the appointment of Mr. Zhou Xi as a Supervisor.

AS 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 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 total issued Domestic Shares; and/or

- (ii) 20 per cent of the total issued H Shares,

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 Stock Exchange of Hong Kong Limited (as 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 at 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 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. Ke Ying (*Non-executive Director*)

Mr. Shen Bo (*Non-executive Director*)

Ms. Yu Xiao Yang (*Non-executive Director*)

Mr. Zhou Zhong Hui (*Independent Non-executive Director*)

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

Mr. Chen Kai Xian (*Independent Non-executive Director*)

Shanghai, the People's Republic of China

9 April 2015

Notes:

1. In order to determine the list of Shareholders who are entitled to attend the AGM, the Company's register of members will be closed from Wednesday, 29 April 2015 to Friday, 29 May 2015 (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 register of members at the close of business hours on Tuesday, 28 April 2015 and has completed the registration procedures, are entitled to attend the AGM. In order to qualify for attending and vote at the AGM, 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 Tuesday, 28 April 2015. The address is Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong.
2. The Board has recommended a final dividend of RMB0.05 per share (tax inclusive) for the year ended 31 December 2014, totalling approximately RMB46,150,000. If the profit distribution plan is approved by the shareholders by way of an ordinary resolution at the AGM, the final dividend is expected to be distributed on Monday, 27 July 2015 to all shareholders whose names appear on the register of the Company on Thursday, 11 June 2015.

To determine the identity of the Shareholders entitled to receive the final dividend, the register of holders of H Shares of the Company will be closed from Saturday, 6 June 2015 to Thursday, 11 June 2015 (both days inclusive) during which no transfer of H Shares will be registered. In order to qualify for entitlement to the proposed final dividend, all transfers of H Shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's 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 registration not later than 4:30 p.m. on Friday, 5 June 2015.

Final dividend for holders of Domestic Shares will be declared and calculated in RMB, and paid in RMB whereas final dividend for holders of H Shares will be declared and calculated in RMB, and paid in Hong Kong dollars. The exchange rate shall be determined by the average selling rates promulgated by People's Bank of China within one week before the date declaring to distribute the dividend.

Pursuant to the Corporate Income Tax Law of the PRC ("CIT Law") and its implementing regulations, the tax rate of the corporate income tax applicable to the income of non-resident enterprise deriving from the PRC is 10%. For this purpose, any H shares registered under the name of non-individual enterprise, including the H shares registered under the name of HKSCC Nominees Limited, other nominees or trustees, or other organizations or entities, shall be deemed as shares held by non-resident enterprise shareholders as defined under the CIT Law. The Company will distribute the final dividend to non-resident enterprise shareholders subject to a deduction of 10% corporate income tax withheld and paid by the Company on their behalf.

Pursuant to the Notice on the Issues on Levy of Individual Income Tax after the Abolishment of GuoShui Fa [1993] No. 045 Document issued by the State Administration of Tax on 28 June 2011, the dividend to be distributed by the PRC non-foreign invested enterprises which has issued shares in Hong Kong to the overseas resident individual shareholders, is subject to the individual income tax with a tax rate of 10% in general. However, the tax rates for respective overseas resident individual shareholders may vary depending on the relevant tax agreements between the countries of their residence and Mainland China. Thus, 10% personal income tax will be withheld from the final dividend payable to any individual shareholders whose names appear on the register of members of H shares of the Company on 11 June 2015, unless otherwise stated in the relevant taxation regulations, taxation agreements or the notice.

The Company will have no liability in respect of any claims arising from any delay in, or inaccurate determination of the status of the shareholders or any disputes over the mechanism of withholding.

3. 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.
4. 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.
5. 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, or a notarially certified copy of such power of attorney (if any), 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 the holders of H Shares), or to the office of the Company Secretary 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.
6. The resolutions as set out above are required to be determined by way of poll under the Listing Rules.

7. Any Shareholder entitled to attend the AGM is requested to complete and deliver the reply slip for attendance on or before Friday, 8 May 2015.

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

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183 Queen's Road East
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