
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this supplemental circular or as to the action to be taken, you should consult your stock broker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in 上海復旦張江生物醫藥股份有限公司 (Shanghai Fudan-Zhangjiang Bio-Pharmaceutical Co., Ltd.*), you should at once hand this supplemental circular and the enclosed new proxy forms to the purchaser or transferee or to the bank or licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this supplemental circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this supplemental circular.



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)

**SUPPLEMENTAL CIRCULAR TO THE CIRCULAR DATED 13 APRIL 2016
RELATING TO ADDITIONAL PROPOSED RESOLUTION TO BE
APPROVED AT THE ANNUAL GENERAL MEETING ON 13 MAY 2016
PROPOSED GRANT OF GENERAL MANDATE**

This supplemental circular should be read together with the circular of the Company dated 13 April 2016 (the “Circular”).

A supplemental notice convening the AGM to be held at No. 308, Cailun Road, Zhangjiang Hi-Tech Park, Pudong New Area, Shanghai, the PRC at 10:00 a.m., on Friday, 13 May 2016 are set out on pages 5 to 8 of this supplemental circular.

Shareholders who intend to appoint a proxy to attend the AGM shall complete and return the new accompanying proxy forms in accordance with the instructions printed thereon to the H share registrar of the Company, 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, the PRC (for the holders of Domestic Shares) as soon as possible but in any event not later than 24 hours before the time fixed for holding the AGM. Completion and return of the proxy forms will not preclude you from attending and voting in person at the AGM in person should you so desire.

* For identification purpose only

26 April 2016

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	2
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING	5

DEFINITIONS

In this supplemental circular, unless the context otherwise requires, the following expressions have the following meanings:

“AGM”	the annual general meeting of the Company to be held at No. 308 Cailun Road, Zhangjiang Hi-Tech Park, Pudong New Area, Shanghai, China at 10:00 a.m. on Friday, 13 May 2016
“Board”	the board of Directors
“Company”	上海復旦張江生物醫藥股份有限公司 (Shanghai Fudan-Zhangjiang Bio-Pharmaceutical Co., Ltd.*), a company incorporated in the PRC with limited liability and the shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	ordinary domestic share(s) with a nominal value of RMB0.10 each in the share capital of the Company which are subscribed for in RMB
“H Shares”	overseas listed foreign share(s) with a nominal value of RMB0.10 each in the share capital of the Company which are listed on the Stock Exchange and are subscribed for and traded in HK\$
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Main Board”	the main board of the Stock Exchange
“PRC”	the Peoples Republic of China
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	the Domestic Share(s) and the H Share(s)
“Shareholder(s)”	the shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent

* For identification purpose only

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Wang Hai Bo (*Chairman*)

Mr. Su Yong

Mr. Zhao Da Jun

Non-executive Directors:

Ms. Ke Ying

Mr. Shen Bo

Ms. Yu Xiao Yang

Independent Non-executive Directors:

Mr. Zhou Zhong Hui

Mr. Lam Yiu Kin

Mr. Xu Qing

*Registered office and principal place
of business in the PRC:*

No. 308, Cailun Road

Zhangjiang Hi-Tech Park

Pudong New Area, Shanghai

China

201210

*Principal place of business
in Hong Kong:*

19/F, Three Exchange Square

8 Connaught Place

Central

Hong Kong

26 April 2016

To the Shareholders

Dear Sir or Madam,

**SUPPLEMENTAL CIRCULAR TO THE CIRCULAR DATED 13 APRIL 2016
RELATING TO ADDITIONAL PROPOSED RESOLUTION TO BE
APPROVED AT THE ANNUAL GENERAL MEETING ON 13 MAY 2016
PROPOSED GRANT OF GENERAL MANDATE**

I. INTRODUCTION

This supplemental circular should be read together with the Circular which contains, inter alia, information to be dealt with at the AGM. The purpose of this supplemental circular is to give you information relating to the new resolution to be proposed at the AGM relating to the proposed grant of a general mandate to the Board to issue Shares. A supplemental notice of the AGM is set out on pages 5 to 8 of this supplemental circular. Save for the inclusion of the new resolution as set out in this supplemental circular, all information and contents set out in the Circular remain unchanged.

* For identification purpose only

LETTER FROM THE BOARD

II. NEW RESOLUTION TO BE APPROVED AT THE AGM -PROPOSED GRANT OF GENERAL MANDATE

At the AGM, an additional special resolution will be proposed to the Shareholders to grant to the Board an unconditional general mandate to exercise all powers of the Company to issue, allot and deal with shares of the Company not exceeding 20% of the total issued Domestic Shares and/or 20% of the total issued H Shares, in each case as at the date of passing the resolution in relation thereto.

The general mandate will end on the earliest of: (i) the date of the next annual general meeting following the passing of the relevant resolution; (ii) the expiry of the 12-month period following the passing of the relevant resolution; or (iii) the passing of a special resolution of the Company in general meeting revoking or varying the authority set out in the relevant resolution.

III. NEW PROXY FORM

Since the proxy form for the AGM (the “**Old Proxy Form**”) sent together with the Notice of AGM dated 29 March 2016 does not contain the newly added resolution numbered 20 to be approved at the AGM, a new proxy form for the AGM (the “**New Proxy Form**”) has been prepared and is enclosed with this supplemental circular.

Shareholders who intend to appoint a proxy to attend the AGM shall complete and return the new accompanying proxy form in accordance with the instructions printed thereon to the H share registrar of the Company, 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, the PRC (for the holders of Domestic Shares) as soon as possible but in any event not later than 24 hours before the time fixed for holding the AGM. Completion and return of the proxy forms will not preclude you from attending and voting in person at the AGM in person should you so desire.

A Shareholder who has not yet lodged the Old Proxy Form with the Company’s H Share registrar or the office of the Company Secretary is requested to lodge the New Proxy Form if he or she wishes to appoint proxies to attend the AGM. In this case, the Old Proxy Form should not be lodged with the Company’s H Share registrar or the office of the Company Secretary.

A Shareholder who has already lodged the Old Proxy Form with the Company’s H Share registrar or the office of the Company Secretary should note that:

- (i) **If no New Proxy Form is lodged with the Company’s H Share registrar or the office of the Company Secretary, the Old Proxy Form will be treated as a valid proxy form lodged by him or her if correctly completed.** The proxy so appointed by the Shareholder will be entitled to vote at his or her discretion or to abstain on any resolution properly put to the AGM other than those referred to in the Notice of AGM and the Old Proxy Form, including the additional proposed resolution as set out in this supplemental circular.

LETTER FROM THE BOARD

- (ii) **If the New Proxy Form is lodged with the Company's H Share registrar or the office of the Company Secretary before 10:00 a.m. on 12 May 2016, the New Proxy Form will revoke and supersede the Old Proxy Form previously lodged by him or her. The New Proxy Form will be treated as a valid proxy form lodged by the Shareholder if correctly completed.**
- (iii) **If the New Proxy Form is lodged with the Company's H Share registrar or the office of the Company Secretary after 10:00 a.m. on 12 May 2016, the New Proxy Form will be invalid.** It will not revoke the Old Proxy Form previously lodged by the Shareholder. The Old Proxy Form will be treated as a valid proxy form lodged by him or her if correctly completed. The proxy so appointed by the Shareholder will be entitled to vote at his or her discretion or to abstain on any resolution properly put to the AGM other than those referred to in the Notice of AGM and the Old Proxy Form, including the additional proposed resolution as set out in this supplemental circular.

IV. VOTING BY WAY OF POLL

In accordance with the relevant provisions of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. As such, the resolution set out in the supplemental notice convening the AGM will be voted by poll.

V. RECOMMENDATION

The Directors, including independent non-executive Directors, are of the view that the the resolution set out in the supplemental notice of AGM is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of such resolution to be proposed at the AGM.

Yours faithfully,
For and on behalf of the Board
Wang Hai Bo
Chairman

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING



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)

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

This supplemental notice should be read together with the notice of annual general meeting (the “AGM”) dated 29 March 2016. The board of directors 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”) has resolved that an additional resolution (specified as special resolution 20 below) proposed by a shareholder of the Company who held more than 5% of the shares of the Company as at the date of this notice shall be tabled before the forthcoming AGM for shareholders’ approval.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN THAT the AGM of the Company will be held at No.308 Cailun Road, Zhangjiang Hi-tech Park, Pudong New Area, Shanghai, People’s Republic of China (the “PRC”) at 10:00 a.m. on Friday, 13 May 2016 for the purpose of considering and, if thought fit, passing the following resolution in addition to the resolutions set out in the previous notice dated 29 March 2016 (unless otherwise indicated, capitalized terms used in this supplemental notice and the following resolution shall have the same meanings as those defined in the circular of the Company dated 13 April 2016 (the “Circular”)):

AS SPECIAL RESOLUTION

20. 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 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 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;

* For identification purpose only

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

(b) the total shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Board 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 passing 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, authorize 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,

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

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 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. 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. Xu Qing (*Independent Non-executive Director*)

Shanghai, the PRC

26 April 2016

Notes:

1. The register of members of the Company will be closed from Thursday, 14 April 2016 to Friday, 13 May 2016 (both days inclusive). During this period, no transfer of Shares will be registered. Any holder of the H Shares and Domestic Shares, whose name appears on the Company's register of members at the close of business hours on Wednesday, 13 April 2016 and has completed the registration procedures, is entitled to attend and vote at the AGM.

The 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

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

2. Any Shareholder entitled to attend and vote at the meeting convened by the notice of AGM dated 29 March 2016 and this supplemental notice is entitled to appoint a proxy to attend and to vote in his/her stead. A proxy need not be a Shareholder.
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 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 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, the PRC (for the 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 Listing Rules.