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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)

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;

(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, 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

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.

** For identification purpose only*

