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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 CLASS MEETING OF THE HOLDERS OF H SHARES

**NOTICE IS HEREBY GIVEN** that a class meeting of the holders of H shares (the “**H Shareholders Class Meeting**”) 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 11:00 a.m. (or after the conclusion or adjournment of the AGM) on Friday, 29 June for the purpose of considering and, if thought fit, passing the following special 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 14 May 2012):

1. To consider and approve “**THAT:**

the Board be and is hereby granted the following specific mandate:

(a) to allot and issue New H Shares of the Company. Such mandate can be exercised once or more during the Relevant Period (as defined hereunder), subject to the following conditions:

(i) 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;

- (ii) the aggregate number of H Shares issued or agreed conditionally or unconditionally to be issued to professional, institutional and individual investors by way of placing by the Board pursuant to such mandate, shall not be more than 142,000,000 New H Shares, representing approximately 71.72% and 20% of the total issued H Shares and the total issued shares of the Company, respectively, as at the date of this resolution;
- (iii) the Board shall only exercise its power under such mandate in accordance with the Company Law of the PRC and the GEM Listing Rules and only if all necessary approvals from the CSRC and/or other relevant PRC government authorities are obtained; and
- (iv) such mandate shall be in addition and without prejudice to any general mandate to issue shares which may be granted by the shareholders of the Company.

For the purposes of this resolution, “**Relevant Period**” means the period from the date of passing this resolution until whichever is the earlier of:

- (iii) the expiration of the 12-month period following the passing of this resolution(s) at the AGM and/or the Class Meetings; or
  - (iv) the revocation or variation of the authority given under the relevant resolution(s) at the AGM and/or the Class Meetings by special resolution(s) of the Shareholders in a general or class meeting.
- (b) contingent on the Board resolving to issue shares pursuant to paragraph (a) above, the Board be authorized to:
- (i) submit all the relevant applications, reports and other documents to the relevant PRC and overseas authorities and deal with all the procedures to obtain and/or procure all the relevant approvals, registration, filing, sanction and permission;
  - (ii) be responsible for the exercise of the specific mandate to issue New H Shares pursuant to the terms thereof approved by the shareholders at the AGM and the Class Meetings, respectively, including but not limited to the determination of the actual size, placing price (including the price range and final price), timing, method and target placee(s) of the placement(s) of the New H Shares, the execution, implementation, modification and termination of any agreement, contract or other documents relating to the exercise of the specific mandate to issue New H Shares and other relevant matters;
  - (iii) be responsible for obtaining all the approvals and permissions from the CSRC, the Stock Exchange and other relevant PRC and overseas authorities in relation to the exercise of the specific mandate to issue New H Shares;
  - (iv) engage placing agent(s), Hong Kong legal advisers, PRC legal advisers and other relevant intermediary parties if and as required in relation to the exercise of the specific mandate to issue New H Shares and enter into the relevant engagement agreements;

- (v) amend the Articles of Association of the Company according to the result of the exercise of the specific mandate to issue New H Shares, deal with the relevant registration and filing procedures with the relevant industry and commerce administration authorities and other matters in relation to the implementation of the Shareholders' approvals;
- (vi) make appropriate amendments to the terms of the specific mandate in light of the specific circumstances and pursuant to the approval(s) by the relevant authorities; and
- (vii) execute, implement, amend and complete any document and do any act as necessary and appropriate in relation to the exercise of the specific mandate to issue New H Shares.”

2. To consider and approve “**THAT:**

- (a) the adoption of the Restricted Share Scheme by the Company be and is hereby approved and the Board be and is hereby authorized to do all acts and things as they consider necessary or expedient or desirable in connection with the implementation of the Scheme;
- (b) the issue of not more than 71,000,000 Domestic Shares as Restricted Shares under the Restricted Share Scheme be and is hereby approved; and
- (c) the Board be and is hereby authorized to conduct the Initial Grant of not more than 35,500,000 Restricted Shares within one (1) year commencing from the Adoption Date pursuant to the Restricted Share Scheme.

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. Fang Jing (Non-executive Director)  
Mr. Hao Hong Quan (Non-executive Director)  
Mr. Zhu Ke Qin (Non-executive Director)  
Mr. Ge Jian Qiu (Non-executive Director)  
Ms. Ke Ying (Non-executive Director)  
Mr. Pan Fei (Independent Non-executive Director)  
Mr. Cheng Lin (Independent Non-executive Director)  
Mr. Weng De Zhang (Independent Non-executive Director)

Shanghai, the PRC  
14 May 2012

\* For identification purposes only

Notes:

1. The register of the holders of H Shares of the Company will be closed from Wednesday, 30 May 2012 to Friday, 29 June 2012 (both days inclusive). During this period, no transfer of the H Shares of the Company will be registered. Any holder of H Shares of the Company whose name appears on the Company's register of holders of H Shares at the close of business hours on Tuesday, 29 May 2012 and has completed the registration procedures, is entitled to attend and vote at the H Shareholders Class Meeting.

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 holders of H Shares 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 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 not later 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 GEM Listing Rules.
6. Any holders of H Shares of the Company entitled to attend the H Shareholders Class Meeting is requested to complete and deliver the reply slip for attendance to the H Share registrar of the Company, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, on or before Friday, 8 June 2012.

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, (i) the information contained in this announcement is accurate and complete in all material respects and not misleading; (ii) there are no other matters the omission of which would make any statement in this announcement misleading; and (iii) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.*

*This announcement will remain on the GEM website on the "Latest Company Announcements" page for at least 7 days from the date of its posting.*