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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 2012 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2012 annual general meeting (the “AGM”) 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 10:00 a.m. on Thursday, 30 May 2013 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 12 April 2013):

AS ORDINARY RESOLUTIONS:

1. To consider and approve the report of the Board for the year 2012.
2. To consider and approve the report of the Supervisory Committee for the year 2012.
3. To consider and approve the audited financial statements and the auditors' report for the year 2012.
4. To consider and approve the proposal in relation to non-distribution of final dividend of the Company for the year 2012.
5. To consider and approve the appointment of auditors (domestic and overseas) and authorize the Board to fix their remunerations for the year 2013.
6. To consider and approve the proposal in relation to remuneration of the Directors and Supervisors of the Company for the year 2013, and to authorize the Board to implement the proposal.

7. To consider and approve the entering into of the sales and distribution agreement (the “**Sales and Distribution Agreement**”) with Shanghai Pharmaceutical Distribution Co., Ltd. and the annual caps for the three financial years ending 31 December 2015 for the continuing connected transactions contemplated thereunder:

“**THAT**

- (1) the entering into of the Sales and Distribution Agreement dated 19 March 2013 between the Company and Shanghai Pharmaceutical Distribution Co., Ltd., a copy of which has been produced to the AGM for the purpose of identification, and the annual caps for the three financial years ending 31 December 2015 for the continuing connected transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and
 - (2) that any one of the directors of the Company be and is hereby authorized to do, approve and transact all such acts and things as the director may in his/ her discretion consider necessary or desirable in connection therewith.”
8. To consider and approve the entering into of the strategic cooperation agreement for innovative pharmaceuticals research and development (the “**Strategic Cooperation Agreement**”) with Shanghai Pharmaceuticals Holding Co., Ltd. and the annual caps for the three financial years ending 31 December 2016 for the continuing connected transactions contemplated thereunder:

“**THAT**

- (1) the entering into of the Strategic Cooperation Agreement dated 19 March 2013 between the Company and Shanghai Pharmaceuticals Holding Co., Ltd., a copy of which has been produced to the AGM for the purpose of identification, and the annual caps for the three financial years ending 31 December 2016 for the continuing connected transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and
 - (2) that any one of the directors of the Company be and is hereby authorized to do, approve and transact all such acts and things as the director may in his/ her discretion consider necessary or desirable in connection therewith.”
9. To consider and approve the appointment of Ms. Yu Xiao Yang as a non-executive Director.
 10. To consider and approve the appointment of Mr. Zhou Zhong Hui as an independent non-executive Director.
 11. To consider and approve the appointment of Mr. Zhao Wen Bin as a Supervisor.
 12. To consider and approve the appointment of Mr. Li Ning Jian as a Supervisor.

AS SPECIAL RESOLUTIONS:

13. To consider and, if thought fit, pass the following resolution:

“**THAT:**

- (1) the Board be and is hereby authorized to conduct the Second Grant of not more than 35,500,000 Restricted Shares within two (2) years commencing from the Adoption Date pursuant to the Restricted Share Scheme;
- (2) under the Second Grant, the grants of Restricted Shares to three executive Directors, a Supervisor, a director of a subsidiary of the Company and a supervisor of a subsidiary of the Company at the grant price of RMB0.51 per Restricted Share, that is, 3,000,000 Restricted Shares to Mr. Wang Hai Bo, 2,000,000 Restricted Shares to Mr. Su Yong, 2,000,000 Restricted Shares to Mr. Zhao Da Jun, 870,000 Restricted Shares to Ms. Zhang Manjuan, 800,000 Restricted Shares to Mr. Zhou Ming and 800,000 Restricted Shares to Ms. Lu Rong be and are hereby approved; and
- (3) 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 Restricted Share Scheme, including but not limited to, approve and sign the relevant capital increase agreements, contracts and other documents, amend the articles of association of the Company according to the result of the exercise of the Restricted Share Scheme, deal with the relevant approval, registration and filing procedures with the relevant domestic and overseas regulatory authorities and other matters in relation to the implementation of the Shareholders’ approvals.”

14. To consider and, if thought fit, pass the following resolution:

“**THAT:**

- (1) conditional upon the conditions (as set out in the paragraph headed “Conditions for Transfer of Listing” in the Circular), the proposed transfer of listing (the “**Transfer of Listing**”) of the H Shares from the Growth Enterprise Market (the “**GEM**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) to the main board (the “**Main Board**”) of the Stock Exchange, be and is hereby approved, confirmed and ratified in all aspects;
- (2) the Board be and is hereby authorized to do all such acts or things and to take all such steps and execute any documents (and where applicable, to affix the seal of the Company) as it considers necessary, desirable or expedient to effect and implement the Transfer of Listing, including but not limited to:
 - (a) determining the timetable thereof;

- (b) making any applications and submissions to the Stock Exchange for the Transfer of Listing;
- (c) filing with China Securities Regulatory Commission in respect of the Transfer of Listing;
- (d) entering into any documents/agreements (including but not limited to any agreements for the engagement of the financial or legal advisers);
- (e) amend the articles of association of the Company upon the completion of the Transfer of Listings, deal with the relevant approval, registration and filing procedures with the relevant industry and commerce administration authorities and other matters in relation to the implementation of the Shareholders' approvals; and
- (f) executing (with or without amendments) all other documents, submitting for approval or filing any such or related documents, taking all other steps and action as the Board in its opinion considers necessary, desirable or expedient to implement the Transfer of Listing and the transactions contemplated thereunder.”

By order of the Board
Shanghai Fudan-Zhangjiang Bio-Pharmaceutical Co., Ltd.*
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*)
Ms. Ke Ying (*Non-executive Director*)
Mr. Shen Bo (*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

12 April 2013

* *For identification purpose only.*

Notes:

1. The register of the holders of H Shares of the Company will be closed from Tuesday, 30 April 2013 to Thursday, 30 May 2013 (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 Monday, 29 April 2013 and has completed the registration procedures, is entitled to attend and vote at the AGM.

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 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 in person 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 holders of H Shares), or with the office of the secretary to the Board of the Company, at No. 308, Cailun Road, Zhangjiang Hi-Tech Park, Pudong New Area, Shanghai, the PRC (for 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 resolutions as set out above are required to be determined by way of poll under the GEM Listing Rules.
6. Any Shareholder of the Company entitled to attend the AGM is requested to complete and deliver the reply slip for attendance on or before Thursday, 9 May 2013.

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

Shops 1712-1716
17th Floor
Hopewell Centre
183 Queen's Road East
Hong Kong

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited 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 the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

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