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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 CLASS MEETING OF HOLDERS OF H SHARES

NOTICE IS HEREBY GIVEN THAT a class meeting of the holders of H Shares (the “**Class Meeting of Holders of H Shares**”) 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 No. 308, Cailun Road, Zhangjiang Hi-Tech Park, Pudong New Area, Shanghai, the PRC, at 11:00 a.m. on Tuesday, 11 August 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 24 June 2015):

SPECIAL RESOLUTIONS

1. “**THAT**, to consider and approve the proposed Issue of A Shares as follows (each and every item as a separated resolution):

(i) Class of new Shares to be issued

RMB ordinary Shares (A Shares).

(ii) Nominal value of new Shares to be issued

RMB0.10 each share.

(iii) Number of A Shares to be issued

The number of A Shares to be issued will be not more than 27,000,000 Shares.

* For identification purpose only

The Issue of A Shares is mainly to raise funds for the development of the Company. The actual number of A Shares to be issued will be determined by the Company upon consultation with the lead underwriter(s) according to issuance market conditions and actual capital requirements of the Company.

(iv) Target subscribers

Qualified investors subject to market consultation and investors who maintain securities account with the Shanghai Stock Exchange (excluding those in respect of which subscription has been prohibited by laws and regulations) or otherwise prescribed by the relevant rules and regulations of the CSRC, the stock exchange or other relevant regulatory authorities.

(v) Pricing methodology

The issue price of the A Shares will be determined through making market consultation with offline investors or directly through negotiations between the lead underwriter(s) and the Company or by any other legally practicable methods.

(vi) Method of issuance

The Issue will be conducted through a combination of offline placement to the investors subject to market consultation and on-line application or other methods of issuance approved by CSRC.

(vii) Proposed stock exchange for listing

Shanghai Stock Exchange

(viii) Valid period of the resolution

The valid period of the resolution on the Issue of A Shares is 12 months from the date on which this proposal is considered and approved by the EGM and the Class Meetings.”

2. **“THAT**, to consider and approve the proposal on authorization to the Board to deal with matters relating to the Issue of A Shares. The authorization proposed to be granted to the Board shall include without limitation:

- (i) to engage relevant intermediaries for the Issue of A Shares, and negotiate and fix the service fee and sign engagement or appointment agreement with relevant intermediaries;
- (ii) to implement the proposal on the Issue of A Shares pursuant to the requirements under the relevant laws, regulations and any other regulatory documents and the resolutions approved by the Shareholders’ meeting;

- (iii) to within the scope of resolution in relation to the proposed Issue of A Shares approved by the Shareholders, deal with all matters relating to the Issue of A Shares, including without limitation, adjusting or determining the stock exchange to be listed on, the time of issuance, the number of shares to be issued, the target subscribers, the method of issuance, the pricing methodology, the issue price, the date of commencement and end of issuance and other related matters subject to the requirements of relevant competent authorities and the actual circumstance of the securities market;
- (iv) to within the scope of resolution approved by the Shareholders, adjust the projects to which the proceeds from the Issue of A Shares will be applied, the amount of fund required for such projects and the progress of fund injection; to adjust related matters according to the actual circumstances and comments from relevant governmental authorities in the course of implementation of the projects to which the proceeds will be applied, including without limitation, adjusting the amount of fund used for each project within the scope of the projects to which proceeds will be applied, the subject of implementation, progress and means of implementation, etc.; confirming the specific saving account for the proceeds; implementing the application of the proceeds after completion of the Issue of A Shares; executing material contracts involved in the course of implementation of the projects to which proceeds will be applied;
- (v) to adjust the proposal on the Issue of A Shares according to implementation situation of the proposal on the Issue of A Shares, market conditions, policies adjustments and comments from regulatory authorities, or if there is any change to the relevant policies relating to initial issue of new shares within the validity period of the proposal on Issue of A Shares, to deal with matters relating to the Issue of A Shares pursuant to such new policies;
- (vi) to amend the provisions of the Articles, and draft, amend or revise the Articles (Draft), the rules of procedures and internal rules of the Company relating to the Issue of A Shares according to the requirements and suggestions from relevant governmental and regulatory authorities during the process of the Issue of A Shares; to revise the relevant provisions of Articles (Draft) in accordance with the results of issuance, and to deal with the approval and the filing and registration of changes with the relevant Administration for Industry and Commerce Bureau and the filing and registration with relevant authorities;
- (vii) to make appropriate amendments to the Articles (Draft) and other relevant rules approved by EGM and the Class Meetings which will take effect on the date of the Issue of A Shares in the event they are challenged by CSRC, the stock exchange and other relevant regulatory authorities, or they conflict with the regulatory rules or documents promulgated by the CSRC, the stock exchange, and other relevant regulatory authorities;
- (viii) to deal with all filing and application matters relating to the Issue of A Shares, including without limitation, applying for approval from, register with, filing with, seeking approvals and consents from relevant governmental and regulatory authorities, the stock exchange and securities clearing institution in relation to the Issue of A Shares and to approve, amend, sign or execute any agreement, contract or other relevant legal document relating to the Issue of A Shares;

- (ix) to deal with all matters relating to the registration and clearing of the shares with China Securities Depository and Clearing Company Limited in accordance with the undertakings made by each Shareholder upon completion of the Issue of A Shares, including without limitation, the registration of equity trusteeship and locked circulated stock;
- (x) to prepare application files for the Issue of A Shares and to deal with all other related matters in connection with the Issue of A Shares.

The authorization, if approved by the Shareholders at the EGM and the Class Meetings, shall be effective for a period of 12 months commencing from the date on which such approval is obtained.”

3. **“THAT**, to consider and approve the proposal on use of proceeds from the Issue of A Shares.

The proceeds raised from the Issue of A Shares (after deducting the relevant expenses) will be applied to the following projects, and the total estimated investment amount by the proceeds will be approximately RMB97,000,000:

- (i) the clinical research project of aminolevulinic acid hydrochloride acne treatment, with an estimated investment amount by the proceeds of approximately RMB20,000,000;
- (ii) the forth phase of clinical research project of the new drug Hemoporfin, with an estimated investment amount by the proceeds of approximately RMB22,000,000; and
- (iii) the construction project of the chemical medicine technology research and development centre, with an estimated investment amount by the proceeds of approximately RMB55,000,000.

The Company may, in accordance with the actual progress of each project, utilize its self-raised fund or bank loans to finance the aforesaid projects before the proceeds raised from the Issue of A Shares are available. After the proceeds raised from the Issue of A Shares are available, the Company will utilize the proceeds in strict compliance with relevant regulations and the proceeds can be used to repay the self-raised fund or bank loans previously invested by the Company in such projects and to pay the remaining amount of the projects.

In the event that the actual amount of proceeds raised from the Issue of A Shares is more than the total estimated amount of investment by the proceeds in the projects as set out above, the surplus will be used to supplement the working capital in relation to the principal business of the Company. In the event the proceeds raised from the Issue of A Shares are less than the total estimated amount of investment by the proceeds in the projects as set out above, the shortfall will be covered by the funds raised by the Company.”

4. **“THAT**, to consider and approve the proposal on accumulated profit distribution plan before the Issue of A Shares.”
5. **“THAT**, to consider and approve the proposal on three-year dividend distribution plan after the Issue of A Shares.”

6. “**THAT**, to consider and approve the proposal on share price stabilization plan within three years after the Issue of A Shares.”
7. “**THAT**, to consider and approve the proposal on undertakings on the matters in connection with the Issue of A Shares and putting forward restraining measures.”
8. “**THAT**, to consider and approve the proposal on the Articles (Draft) to be applicable and effective after the Issue of A Shares.”
9. “**THAT**, to consider and approve the proposal on dilution of immediate return by the Issue of A Shares and recovery measures.”

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

Shanghai, the People’s Republic of China

24 June 2015

Notes:

1. The register of the holders of H Shares of the Company will be closed from Sunday, 12 July 2015 to Tuesday, 11 August 2015 (both days inclusive), during which period no transfer of the H Shares of the Company will be registered. Any holder of H Shares of the Company whose name appear on the Company’s register of holders of H Shares at the close of business hours on Friday, 10 July 2015 and has completed the registration procedures, is entitled to attend and vote at the Class Meeting of Holders of H Shares.

Address of the Company’s H Share registrar, Computershare Hong Kong Investors Services Limited is as follows:

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

2. Any holder of H Shares 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.
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 Listing Rules.
6. Any holder of H Shares of the Company entitled to attend the Class Meeting of Holders of H Shares is requested to complete and deliver the reply slip for attendance to the H Share registrar of Company, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, on or before Tuesday, 21 July 2015.