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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)

ANNOUNCEMENT

PROPOSED CHANGE OF SUPERVISOR

RESIGNATION OF SUPERVISOR

On 18 March 2016, Shanghai Fudan-Zhangjiang Bio-Pharmaceutical Co., Ltd.* (the “**Company**”) announces that Mr. Li Ning Jian (“**Mr. Li**”) will cease to hold the position as a shareholder representative supervisor (the “**Supervisor**”) of the fifth session of the supervisory committee (the “**Supervisory Committee**”) of the Company with effect from the conclusion of the forthcoming 2015 annual general meeting (the “**2015 AGM**”) of the Company because the Company will adjust the composition of the Supervisory Committee to increase the number of independent Supervisors.

Mr. Li has confirmed that he does not have any disagreement with the Company and there is no matter relating to his resignation that needs to be brought to the attention of the shareholders of the Company or The Stock Exchange of Hong Kong Limited.

The Company hereby extends its appreciation for the contributions of Mr. Li to the Company during his tenure of office.

PROPOSED APPOINTMENT OF SUPERVISOR

On 18 March 2016, the Supervisory Committee proposes to appoint Mr. Liu Xiao Long (“**Mr. Liu**”) as an independent Supervisor of the fifth session of the Supervisory Committee.

According to the articles of association of the Company, the proposed appointment of an independent Supervisor is subject to approval by the shareholders of the Company at the 2015 AGM. The relevant proposal (as set out in the circular of the Company and the notice of the 2015 AGM which will be despatched in due course) will be put forward to the 2015 AGM for the shareholders' consideration and approval by way of ordinary resolution.

Biographical details of the proposed independent Supervisor are as follows:

Mr. Liu Xiao Long, aged 59. He is the chairman of the board and the chief executive officer of Jiuyou Capital Co., Ltd. (上海久有股權投資基金管理有限公司). He worked as the general manager of Shanghai Wai Gao Qiao Free Trade Zone New Development Co., Ltd. (上海市外高桥保税区新发展有限公司), the chairman of the board of Shanghai Zhangjiang Hi-Tech Park Development Co., Ltd. (上海张江高科技园区开发股份有限公司) (a company listed on the Shanghai Stock Exchange whose stock code is 600895) and the deputy director of Shanghai Zhangjiang Hi-Tech Park management committee. He was also a member of the standing committee of Shanghai Association for Science and Technology. He graduated from Shanghai Jiao Tong University mechatronics branch campus with a bachelor degree.

Upon the proposed appointment of Supervisor being approved by the shareholders of the Company, Mr. Liu will enter into a service contract with the Company. His term of office as an independent Supervisor will be from the date on which he is elected at the 2015 AGM, until the conclusion of the annual general meeting of the Company to be held in or around June 2017 (except for re-election). The remuneration as an independent Supervisor will be determined by the board of directors of the Company (the "**Board**") according to the authorization to be granted by the shareholders of the Company at the 2015 AGM and in accordance with the Company's remuneration policy for an independent Supervisor.

As at the date of this announcement, saved as disclosed above, Mr. Liu does not (i) hold any directorships in public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; (ii) hold any position with the Company or its subsidiaries; (iii) have any interest, deemed interest or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); and (iv) have any relationship with other current directors, senior management and substantial shareholders of the Company.

There is no information required to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited in relation to the proposed appointment of Mr. Liu and there is no other matter in this regard that needs to be brought to the attention of the shareholders of the Company.

A circular containing, among other things, further details of the proposed appointment of the independent Supervisor together with the notice convening the 2015 AGM will be despatched to the shareholders of the Company in due course.

By order of the Board

Wang Hai Bo

Chairman

As at the date 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 PRC

18 March 2016

** For identification purpose only.*