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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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (the “AGM”) 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 10:00 a.m. on Friday, 13 May 2016 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 announcements of the Company dated 18 March 2016 (the “**Announcements**”)):

AS ORDINARY RESOLUTIONS:

1. To consider and approve the report of the Board for the year 2015.
2. To consider and approve the report of the Supervisory Committee for the year 2015.
3. To consider and approve the audited financial statements and the auditors' report for the year 2015.
4. To consider and approve the proposed profit distribution plan for the year ended 31 December 2015 and the final dividend distribution plan for the year ended 31 December 2015, and to authorize the Board to distribute such final dividend to its Shareholders.
5. To consider and approve the election of auditors (domestic and overseas) and authorize the Board to fix their remunerations for the year 2016.

6. To consider and approve the proposal in relation to remuneration of the Directors and Supervisors for the year 2016, and to authorize the Board to implement the proposal.
7. To consider and approve the appointment of Mr. Liu Xiao Long as an independent Supervisor.
8. To consider and approve:

“THAT:

- (1) the entering into of the Supplemental Agreement dated 18 March 2016 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 revised annual cap for the year ending 31 December 2016 for the continuing connected transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and
 - (2) 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 proposal in relation to the authorization to the Board to, in accordance with the applicable laws and regulations and the listing rules of the places where the Shares are listed, as well as in the best interest of the Company, purchase wealth management products and deal with all relevant matters thereof, which include but are not limited to determining the terms of wealth management contracts, executing the relevant contracts and legal documents and handling all the relevant formalities.
 10. To consider and approve the adoption of the Regulations for Information Disclosure.
 11. To consider and approve the adoption of the Administrative Rules of Connected/Related-party Transactions.
 12. To consider and approve the adoption of the Administrative Rules of Use of Proceeds.
 13. To consider and approve the adoption of the Regulations for Financing and External Guarantee.
 14. To consider and approve the adoption of the Administrative Rules of Major Decisions on Investment and Operation.

AS SPECIAL RESOLUTIONS:

15. To consider and approve the adoption of the Rules of Procedures for General Meeting.
16. To consider and approve the adoption of the Rules of Procedures for Board Meeting.
17. To consider and approve the adoption of the Rules of Procedures for the Supervisory Committee.

18. To consider and approve the extension of the validity period of the resolution in respect of the proposed issue of not more than 27,000,000 A shares with a nominal value of RMB0.10 each (the “**Issue of A Shares**”), which will be listed on the Shanghai Stock Exchange. The valid period of the resolution on the Issue of A Shares is 12 months immediately following the expiration of the original validity period (i.e. 10 August 2016) of such resolution.
19. To consider and approve the extension of the authorization period to the Board to deal with matters relating to the Issue of A Shares. The term of the extended authorization, if the proposed extension to the authorization period is approved by the Shareholders at the AGM and the Class Meetings, shall be a period of 12 months immediately following the expiration of the original validity period (i.e. 10 August 2016) of such authorization.

Details of resolutions No.4 and No.7 to No.19 will be set out in the circular of the Company to be despatched to the Shareholders in accordance with Listing Rules.

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 People's Republic of China
29 March 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. The Board has recommended a final dividend of RMB 0.03 per share (tax inclusive) for the year ended 31 December 2015, totalling approximately RMB27,690,000. If the profit distribution plan is approved by the Shareholders by way of an ordinary resolution at the AGM to be held on Friday, 13 May 2016, the final dividend is expected to be distributed on Friday, 8 July 2016 to all Shareholders whose names appear on the register of the Company on Thursday, 26 May 2016.

To determine the identity of the Shareholders entitled to receive the final dividend, the register of holders of H Shares of the Company will be closed from Saturday, 21 May 2016 to Thursday, 26 May 2016 (both days inclusive) during which no transfer of H Shares will be registered. In order to qualify for entitlement to the proposed final dividend, all transfers of H Shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Friday, 20 May 2016.

Final dividend for holders of Domestic Shares will be declared and calculated in RMB, and paid in RMB whereas final dividend for holders of H Shares will be declared and calculated in RMB, and paid in Hong Kong dollars. The exchange rate shall be determined by the average selling rates promulgated by People's Bank of China within one week before the date declaring to distribute the dividend.

Pursuant to the Corporate Income Tax Law of the PRC ("CIT Law") and its implementing regulations, the tax rate of the corporate income tax applicable to the income of non-resident enterprise deriving from the PRC is 10%. For this purpose, any H Shares registered under the name of non-individual enterprise, including the H Shares registered under the name of HKSCC Nominees Limited, other nominees or trustees, or other organizations or entities, shall be deemed as shares held by non-resident enterprise shareholders as defined under the CIT Law. The Company will distribute the final dividend to non-resident enterprise Shareholders subject to a deduction of 10% corporate income tax withheld and paid by the Company on their behalf.

Pursuant to the Notice on the Issues on Levy of Individual Income Tax after the Abolishment of GuoShui Fa [1993] No. 045 Document issued by the State Administration of Tax on 28 June 2011, the dividend to be distributed by the PRC non-foreign invested enterprises which has issued shares in Hong Kong to the overseas resident individual shareholders, is subject to the individual income tax with a tax rate of 10% in general. However, the tax rates for respective overseas resident individual shareholders may vary depending on the relevant tax agreements between the countries of their residence and Mainland China. Thus, 10% personal income tax will be withheld from the final dividend payable to any individual Shareholders whose names appear on the register of members of H Shares of the Company on Thursday, 26 May 2016, unless otherwise stated in the relevant taxation regulations, taxation agreements or the notice.

The Company will have no liability in respect of any claims arising from any delay in, or inaccurate determination of the status of the Shareholders or any disputes over the mechanism of withholding.

3. Any Shareholder 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.
4. 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.
5. 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.
6. The resolutions as set out above are required to be determined by way of poll under the Listing Rules.
7. Any Shareholder entitled to attend the AGM is requested to complete and deliver the reply slip for attendance on or before Friday, 22 April 2016.

For holders of Domestic Shares:

No. 308, Cailun Road
Zhangjiang Hi-Tech Park
Pudong New Area
Shanghai, the PRC
Post Code: 201210

For holders of H Shares:

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

* *For identification purpose only*