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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 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 SPECIAL RESOLUTIONS:**

1. 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.
2. 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 the above resolutions 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 the holders of H Shares of the Company will be closed from Thursday, 14 April 2016 to Friday, 13 May 2016 (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 appears on the Company's register of holders of H Shares 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 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 Friday, 22 April 2016.

\* *For identification purpose only*