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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

ADDITIONAL RESOLUTION TO BE PROPOSED AT THE 2015 ANNUAL GENERAL MEETING

Reference is made to the notice of annual general meeting 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**") dated 29 March 2016 (the "**AGM Notice**") which sets out the venue, date and time of the 2015 annual general meeting of the Company ("**AGM**") and contains the resolutions to be proposed at the AGM for the consideration and approval by the Company's shareholders (the "**Shareholder(s)**").

Subsequent to the despatch of the AGM Notice, the Company on 19 April 2016 received from a Shareholder, who holds shares of the Company representing more than 5% of the total issued share capital of the Company as at the date of this announcement, a notice which proposed a resolution in relation to the granting of a general mandate to the board of directors of the Company (the "**Board**") to issue shares of the Company for consideration and approval at the AGM. Pursuant to the relevant requirements of applicable laws and regulations and the articles of association of the Company, the Board shall table such resolution as a special resolution for consideration and approval at the AGM.

Proposed Grant of General Mandate

At the AGM, an additional special resolution will be proposed to the Shareholders to grant to the Board an unconditional general mandate to exercise all powers of the Company to issue, allot and deal with shares of the Company not exceeding 20% of the

total issued domestic shares of the Company and/or 20% of the total issued H shares of the Company, in each case as at the date of passing of the resolution in relation thereto.

The general mandate will end on the earliest of: (i) the date of the next annual general meeting following the passing of the relevant resolution; (ii) the expiry of the 12-month period following the passing of the relevant resolution; or (iii) the passing of a special resolution of the Company in general meeting revoking or varying the authority set out in the relevant resolution.

A supplemental circular containing further information in relation to the above mentioned additional resolution together with a supplemental notice of AGM and a new proxy form will be despatched to Shareholders as soon as practicable.

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 PRC

20 April 2016

** For identification purpose only*