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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stock broker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in 上海復旦張江生物醫藥股份有限公司 (Shanghai Fudan-Zhangjiang Bio-Pharmaceutical Co. Ltd.\*), you should at once hand this circular and the enclosed proxy forms and reply slips to the purchaser or transferee or to the bank or licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

**(1) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**  
**(2) PROPOSED RE-ELECTION AND ELECTION OF DIRECTORS AND**  
**SUPERVISORS**  
**AND**  
**(3) PROPOSED GRANT OF GENERAL MANDATE**

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A notice convening the AGM to be held at No. 308, Cailun Road, Zhangjiang Hi-Tech Park, Pudong New Area, Shanghai, China, at 10:00 a.m. on Friday, 30 May 2014 is set out on pages 16 to 20 of this circular.

If you are eligible and intend to attend the AGM, please complete and return the enclosed reply slip in accordance with the instructions printed thereon on or before Friday, 9 May 2014. Shareholders who intend to appoint a proxy to attend the AGM shall complete and return the accompanying proxy form in accordance with the instructions printed thereon to the H Share registrar of the Company, 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 secretary to the Board of the Company at No. 308, Cailun Road, Zhangjiang Hi-Tech Park, Pudong New Area, Shanghai, China (for the holders of Domestic Shares) as soon as possible but in any event not less than 24 hours before the time fixed for holding the AGM or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so desire.

\* For identification purpose only.

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions have the following meanings:*

“AGM”	the annual general meeting of the Company to be held at No. 308 Cailun Road, Zhangjiang Hi-Tech Park, Pudong New Area, Shanghai, China at 10:00 a.m. on Friday, 30 May 2014
“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors
“Company”	上海復旦張江生物醫藥股份有限公司 (Shanghai Fudan-Zhangjiang Bio-Pharmaceutical Co. Ltd.*), a company incorporated in the PRC with limited liability and the shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	ordinary domestic share(s) of the Company which are subscribed for in RMB
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“H Shares”	the H shares of the Company, which have been listed on the Main Board of the Stock Exchange
“Latest Practicable Date”	3 April 2014, being the latest practicable date for ascertaining certain information included herein before the printing of the circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China
“Proposed Amendments”	the proposed amendments to the Articles of Association
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong)
“Shareholder(s)”	the shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

\* For identification purpose only

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## DEFINITIONS

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“Substantial Shareholder”	has the same meaning ascribed to it under the Listing Rules
“Supervisor(s)”	the supervisors of the Company
“Supervisory Committee”	the supervisory committee of the Company
“%”	per cent.

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## LETTER FROM THE BOARD

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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)**

*Executive Directors*

Mr. Wang Hai Bo (*Chairman*)

Mr. Su Yong

Mr. Zhao Da Jun

*Non-executive Director*

Ms. Fang Jing

Ms. Ke Ying

Mr. Shen Bo

Ms. Yu Xiao Yang

*Independent Non-executive Directors*

Mr. Pan Fei

Mr. Cheng Lin

Mr. Zhou Zhong Hui

Mr. Lam Yiu Kin

*Registered office and principal place  
of business in the PRC:*

No. 308, Cailun Road,

Zhangjiang Hi-Tech Park

Pudong New Area, Shanghai

China

201210

*Principal place of business in Hong Kong:*

15/F, The Bank of East Asia Building,

10 DesVoeux Road Central

Hong Kong

9 April 2014

*To the Shareholders*

Dear Sir or Madam,

**(1) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

**(2) PROPOSED RE-ELECTION AND ELECTION OF DIRECTORS AND  
SUPERVISORS**

**AND**

**(3) PROPOSED GRANT OF GENERAL MANDATE**

**1. INTRODUCTION**

Reference is made to the announcements on the (i) proposed amendments to the Articles of Association; and (ii) proposed re-election and election of Directors and Supervisors, published by the Company on 26 March 2014.

\* For identification purpose only

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## LETTER FROM THE BOARD

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The purpose of this circular is, among other things, to provide you with more information in respect of the (i) proposed amendments to the Articles of Association; (ii) proposed re-election and election of Directors and Supervisors; and (iii) proposed grant of general mandate, to enable you to make an informed decision on whether to vote for or against the relevant resolutions at the AGM.

### **2. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

To further improve the flexibility in the composition of the Board and the Supervisory Committee, the Board proposes to make certain amendments to the Articles of Association. The proposed amendments to the Articles of Association are subject to the shareholders' approval by way of passing a special resolution at the AGM, and will become effective upon obtaining the approval and registration from or with the relevant government and regulatory authorities in the PRC. The unofficial English translation of the proposed amendments to the Articles of Association are set out in Appendix I to this circular.

It is proposed that the general meeting shall authorize the Board to make appropriate amendments to the Articles of Association whenever necessary in the process of submitting the same for approval, as required from time to time by the relevant government and regulatory authorities, administration of industrial and commercial registration as well as the Stock Exchange.

### **3. PROPOSED RE-ELECTION AND ELECTION OF DIRECTORS AND SUPERVISORS**

The fourth session of the Board and the Supervisory Committee will expire at the conclusion of the AGM. The 14th meeting of the fourth session of the Board held on 26 March 2014 has resolved to re-elect or elect the following persons as Directors of the fifth session of the Board and Supervisors of the fifth session of the Supervisory Committee for a term of three years. The proposed election of Mr. Chen Kai Xian as an independent non-executive Director is intended to fill the vacancy left by the independent non-executive Directors who will retire at the conclusion of the AGM. The terms of office of Ms. Fang Jing, Mr. Pan Fei and Mr. Cheng Lin shall expire upon conclusion of the AGM. Details of the proposal are set out below:

#### **Proposed executive Directors of the fifth session of the Board:**

Mr. Wang Hai Bo, proposed to be re-elected upon the expiry of the term of office

Mr. Su Yong, proposed to be re-elected upon the expiry of the term of office

Mr. Zhao Da Jun, proposed to be re-elected upon the expiry of the term of office

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## LETTER FROM THE BOARD

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### **Proposed non-executive Directors of the fifth session of the Board:**

Ms. Ke Ying, proposed to be re-elected upon the expiry of the term of office

Mr. Shen Bo, proposed to be re-elected upon the expiry of the term of office

Ms. Yu Xiao Yang, proposed to be re-elected upon the expiry of the term of office

### **Proposed independent non-executive Directors of the fifth session of the Board:**

Mr. Zhou Zhong Hui, proposed to be re-elected upon the expiry of the term of office

Mr. Lam Yiu Kin, proposed to be re-elected upon the expiry of the term of office

Mr. Chen Kai Xian, proposed to be elected

### **Proposed Supervisors of the fifth session of the Supervisory Committee:**

Mr. Zhao Wen Bin, proposed to be re-elected upon the expiry of the term of office

Mr. Li Ning Jian, proposed to be re-elected upon the expiry of the term of office

Ms. Zhang Man Juan, proposed to be re-elected upon the expiry of the term of office

Mr. Guo Yi Cheng, proposed to be re-elected upon the expiry of the term of office

Mr. Xu Qing, proposed to be re-elected upon the expiry of the term of office

Biographies of the candidates for re-election and election as Directors and Supervisors are set out in Appendix II to this circular. Ms. Fang Jing, non-executive Director of the fourth session of the Board, and Mr. Pan Fei and Mr. Cheng Lin, both independent non-executive Directors of the fourth session of the Board, will retire at the conclusion of the AGM.

The resolutions related to the proposed re-election and election of Directors and Supervisors will be put forward at the AGM for approval as ordinary resolutions.

Upon the proposed re-election and election of these candidates as Directors or Supervisors being approved by the Shareholders, each of them will enter into a service contract with the Company. Their terms of office as Directors or Supervisors will be from the date of being elected at the AGM, until the conclusion of the annual general meeting of the Company in or around June 2017 (except for re-election). The remuneration as Directors and Supervisors will be determined based on the Company's remuneration policy for Directors and Supervisors and subject to the approval at the general meeting.

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## LETTER FROM THE BOARD

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Save as disclosed in Appendix II to this circular, none of the candidates proposed to be re-elected or elected as Directors or Supervisors has 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 SFO). None of them held any other positions in the Company or any of its subsidiaries or any directorship in other listed public companies in the last three years, or has any relationship with any Directors, senior management and Substantial Shareholders of the Company.

There is no information relating to the candidates proposed to be re-elected or elected as Directors or Supervisors that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules. Save as disclosed above, there is no other matter in relation to the re-election or election of them that needs to be brought to the attention of the Shareholders.

#### **4. GRANT OF GENERAL MANDATE**

At the AGM, a special resolution will be proposed to the Shareholders to grant to the Directors 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; and/or 20% of the total issued H Shares, in each case as at the date of passing of the resolution in relation thereto.

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

#### **5. AGM**

The notice convening the AGM to be held at 308, Cailun Road, Zhangjiang Hi-Tech Park, Pudong New Area, Shanghai, China, at 10:00 a.m. on Friday, 30 May 2014 is set out at the end of this circular.

A reply slip and a proxy form to be used at the AGM is enclosed. If you are eligible and intend to attend the AGM, please complete and return the enclosed reply slip in accordance with the instructions printed thereon on or before Friday, 9 May 2014. Shareholders who intend to appoint a proxy to attend the AGM shall complete and return the enclosed proxy form in accordance with the instructions printed thereon as soon as possible to 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 secretary to the Board of the Company at No. 308, Cailun Road, Zhangjiang Hi-Tech Park, Pudong New Area, Shanghai, China (for the holders of Domestic Shares) as soon as possible but in any event not less than 24 hours before the time fixed for holding the AGM or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude you from attending and voting at the AGM or any adjourned meeting in person should you so desire.



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## LETTER FROM THE BOARD

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In order to determine the list of Shareholders who are entitled to attend the AGM, the Company's registers of members will be closed from Wednesday, 30 April 2014 to Friday, 30 May 2014 (both days inclusive), during which period no transfer of shares will be registered. Holders of H Shares and Domestic Shares whose names appear on the Company's registers of members at the close of business hours on Tuesday, 29 April 2014 and has completed the registration procedures, are entitled to attend the AGM.

### 6. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

### 7. RECOMMENDATION

The Directors consider that (i) the Proposed Amendments; (ii) the proposed re-election and election of Directors and Supervisors; and (iii) the proposed grant of general mandate are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

Yours faithfully,  
For and on behalf of the Board  
**Wang Hai Bo**  
*Chairman*

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## APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

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*The English version of this Appendix is an unofficial translation of its Chinese version prepared for reference only. In case of any discrepancy between the two versions, the Chinese version shall prevail.*

The existing Articles 7, 97, 117 and 118 will be amended as follows:

The original Article 7 is:

7. In a shareholders' annual general meeting held on June 24th, 2005, the Company amended its articles of association adopted by the special resolutions of its shareholders' annual general meeting held on June 25th, 2004 in accordance with the actual situations concerning its issue of Overseas-Listed Foreign-invested Shares; in a shareholders' Extraordinary General Meeting held on 29 October, 2010, the Company adopted the further amended articles of association of the Company; upon the authorization by special resolutions passed by the shareholders' Annual General Meeting held on 29 June, 2012, the Board approved the amendment to the articles of association of the Company on 19 March, 2013; the Board further approved this amendment to the articles of association of the Company on 9 May, 2013 and 8 August, 2013; Upon the authorization by special resolution passed by the shareholders' Annual General Meeting held on 30 May, 2013, the Board approved the amendment to the articles of association of the Company on 6 December, 2013 (these "Articles").

These Articles shall take effect from the date when the Company has obtained all necessary approvals. These Articles shall replace the Original Articles as of its effective date. Unless otherwise amended by the Amendment to these Articles, all the other articles of these Articles shall remain its full effect.

Proposed to be amended as:

7. In a shareholders' annual general meeting held on June 24th, 2005, the Company amended its articles of association adopted by the special resolutions of its shareholders' annual general meeting held on June 25th, 2004 in accordance with the actual situations concerning its issue of Overseas-Listed Foreign-invested Shares; in a shareholders' Extraordinary General Meeting held on 29 October, 2010, the Company adopted the further amended articles of association of the Company; upon the authorization by special resolutions passed by the shareholders' Annual General Meeting held on 29 June, 2012, the Board approved the amendment to the articles of association of the Company on 19 March, 2013; the Board further approved this amendment to the articles of association of the Company on 9 May, 2013 and 8 August, 2013; upon the authorization by special resolution passed by the shareholders' Annual General Meeting held on 30 May, 2013, the Board approved the amendment to the articles of association of the Company on 6 December, 2013; the shareholders' Annual General Meeting held on 30 May, 2014 approved the amendment to the articles of association of the Company by special resolutions (these "Articles").

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## APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

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The original Article 97 is:

97. The Company shall have a board of directors. The board of directors shall consist of 11 directors, comprising 1 chairman, 1 to 2 vice chairman(s) and 5 directors. More than half of the directors shall be external directors (the directors who don't hold posts in the Company), including at least 3 independent directors (the directors who are independent from the shareholders of the Company and don't hold posts in the Company).

The board of directors shall establish professional committees for strategic decision, auditing and salary if needed.

Proposed to be amended as:

97. The Company shall have a board of directors. The board of directors shall consist of 7-11 directors, comprising 1 chairman, 1 to 2 vice chairman(s) and 5 directors. More than half of the directors shall be external directors (the directors who don't hold posts in the Company), including at least 3 independent directors (the directors who are independent from the shareholders of the Company and don't hold posts in the Company) who shall account for at least one-third of the board members.

The board of directors shall establish professional committees for strategic decision, auditing compensation and appointment if needed

The original Article 117 is:

117. The supervisory committee shall be composed of 5 members, one of whom shall be the chairman of the supervisory committee.

The term of office of supervisors shall be 3 years, renewable upon re-election.

The chairman of the supervisory committee shall be elected and removed with the consent of two-thirds or more of all the supervisors.

The term of office of the chairman shall be 3 years, renewable upon re-election.

Proposed to be amended as:

117. The supervisory committee shall be composed of 3-5 members, one of whom shall be the chairman of the supervisory committee.

The term of office of supervisors shall be 3 years, renewable upon re-election.

The chairman of the supervisory committee shall be elected and removed with the consent of two-thirds or more of all the supervisors.

The term of office of the chairman shall be 3 years, renewable upon re-election.

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**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

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The original Article 118 is:

118. The supervisory committee shall comprise of 2 representatives of shareholders who shall be elected and removed by the shareholders' general meeting, 2 independent supervisors (the supervisors who are independent from the shareholders of the Company and don't have posts in the Company) and 1 representative of the employees of the Company who shall be elected and removed by the employees of the Company democratically. More than half of the supervisors of the supervisory committee shall be external supervisors (the supervisors who don't have posts in the Company).

The supervisory committee may set up one administrative body to be responsible for routine affairs.

Proposed to be amended as:

118. The supervisory committee shall comprise of at least 1 representative of shareholders who shall be elected and removed by the shareholders' general meeting, 1 independent supervisor (the supervisors who are independent from the shareholders of the Company and don't have posts in the Company) and 1 representative of the employees of the Company who shall be elected and removed by the employees of the Company democratically. More than half of the supervisors of the supervisory committee shall be external supervisors (the supervisors who don't have posts in the Company).

The supervisory committee may set up one administrative body to be responsible for routine affairs.

*The biographies of the candidates for re-election and election as Directors and Supervisors are set out as follows:*

#### **Proposed Executive Directors of the Board**

**Mr. Wang Hai Bo** (王海波), aged 53, was appointed as an executive Director in November 1996. He is also the chairman of the Board and general manager of the Company. He founded the Company in November 1996. He was an associate professor at Fudan University from May 1995 to June 1996. He has published numerous articles, earning him awards such as the State Star Fire Grade III Award (國家星火三等獎), Education Committee Grade II Award (教委二等獎) and Technology Advancement Award of the Shanghai Province (上海市科技進步獎). He graduated from Fudan University with a bachelor's degree in Biology in July 1983 and master's degree in Biology in July 1986. He was the former chief technology officer of Zhejiang Shenghua Biok Biology Co. Ltd., a company listed on the Shanghai Stock Exchange (Shanghai Stock Code: 600226).

As at the Latest Practicable Date, Mr. Wang is interested in 57,886,430 Domestic Shares, representing approximately 6.27% of the total issued share capital of the Company.

**Mr. Su Yong** (蘇勇), aged 49, was appointed as an executive Director in January 2002. He is also the deputy general manager of the Company. He joined the Company in April 1997. He has been working in the field of genetic engineering for over nine years. He was the chief engineer of Hangzhou Jiuyuan Gene Engineering Co., Ltd. from January 1994 to April 1997, during which he was responsible for managing the genetic engineering department. He graduated from Northwest Normal University with a bachelor's degree in Biology Science in July 1985, from Fudan University with a master's degree in Biochemistry in July 1993, and from Zhejiang University with a Ph.D. in Oncology in June 2000.

As at the Latest Practicable Date, Mr. Su is interested in 22,312,860 Domestic Shares, representing approximately 2.42% of the total issued share capital of the Company.

**Mr. Zhao Da Jun** (趙大君), aged 43, was appointed as an executive Director in January 2002. He is also the deputy general manager, compliance officer and an authorized representative of the Company. He is a cofounder of the Company. He was a teaching assistant at the law school of Fudan University from August 1995 to October 1996. He was awarded the National Education Committee on Technology Advancement Grade II Award (國家教委科技進步二等獎) in 1997. He graduated from Fudan University with a bachelor's degree in Biology in July 1992, a master's degree in Biology in July 1995, and from University of Hong Kong with a master's degree in Business Administration in November 2001.

As at the Latest Practicable Date, Mr. Zhao is interested in 19,260,710 Domestic Shares, representing approximately 2.09% of the total issued share capital of the Company.

**Proposed Non-executive Directors of the Board**

**Ms. Ke Ying** (柯櫻), aged 45, was appointed as a non-executive Director in May 2012. She is a senior engineer. She is currently the deputy general manager of Research and Development Department of Shanghai Pharmaceutical Holding Co., Ltd. She has extensive management experience in R&D of drugs. She used to be the deputy manager of Shanghai Si Wei Pharmaceutical Technical Co., Ltd. (上海斯威醫藥化學技術有限公司) from 1999 to 2002, the project manager and assistant general manager of Shanghai Kaiman Bio-technology Co., Ltd. (上海凱曼生物技術有限公司) from 2002 to 2004, and the minister of Resource Department and the assistant principal of the Central Research Institute of Shanghai Pharmaceutical Holding Co., Ltd. from 2008 to 2010. She graduated from East China Normal University with a bachelor's degree in Chemistry in July 1990, and a master's degree in Fine Organic Synthesis in July 1993.

**Mr. Shen Bo** (沈波), aged 40, was appointed as a non-executive Director in June 2012. He is a member of the Chinese Institute of Certified Public Accountants. He is the Chief Financial Officer and general manager of the financial department of Shanghai Pharmaceutical Holding Co., Ltd, and concurrently appointed as the Chairman of Shanghai Medical Instrument Co., Ltd., supervisor of Shanghai Pharmaceutical Distribution Co., Ltd., director of SPH Keyuan Xinhai Pharmaceutical Co., Ltd. and director of Changzhou Pharmaceutical Co., Ltd. He used to be the deputy manager of the financial department of Shanghai Jinling Co., Ltd. from 1996 to 2000, financial director of Shanghai Jinling Tai Ke IT Development Co., Ltd. from May 2000 to December 2000, Chief Financial Officer of Shanghai Industrial Pharmaceutical Investment Co., Ltd. from January 2006 to November 2006 and general manager of the financial department of Shanghai Pharmaceutical (Group) Co., Ltd. from 2006 to 2010. He graduated from the Shanghai Institute of Construction Materials Industry with a bachelor's degree in Economics in July 1996, and from Chinese University of Hong Kong with a Master of Professional Accounting in December 2007.

**Ms. Yu Xiao Yang** (余曉陽), aged 56, was appointed as a non-executive Director in May 2013. She has over 20 years of banking and investment experience. She is a Founding Partner of China New Enterprise Investment (CNEI) and was a founder of Victoria Capital Limited, a corporate finance advisory firm in 1998, and served as its Managing Partner. She was among the first mainland Chinese to embark on a professional career with major international financial institutions. She served at Paris Bank in Geneva, Dresdner Bank in Frankfurt, London and New York from 1980 to 1985, and Salomon Brothers in New York from 1987 to 1991, working in the areas of M&A and corporate finance. She graduated from International Management Institute (Geneva), predecessor of International Institute for Management Development, IMD with a master's degree in Business Administration in May 1982.

**Proposed Independent Non-executive Directors of the Board**

**Mr. Zhou Zhong Hui** (周忠惠), aged 66, was appointed as an independent non-executive Director on 30 May 2013. He is a member of the International Advisory Committee of the China Securities Regulatory Commission, the Audit Regulation Committee of Chinese Institution of Certified Public Accountant and the managing director of China Appraisal Society. He used to be the Chief Accountant of the China Securities Regulatory Commission from 2007 to 2011, a Partner, the General Manager and Chief Accountant of PricewaterhouseCoopers Zhong Tian CPAs Limited Company from 1992 to 2007 and a professor of Shanghai University of Finance and Economics from 1980 to 1998. He has been an independent non-executive director of BesTV New Media Co., Ltd., a company listed on the Shanghai Stock Exchange (Shanghai Stock Code: 600637) since 23 December 2011. He has been an independent non-executive director of China Pacific Insurance (Group) Co., Ltd., a company listed on the Shanghai Stock Exchange (Shanghai Stock Code: 601601) and the Stock Exchange (Stock Code: 02601) since 31 May 2013. He graduated from Shanghai University of Finance and Economics with a master's degree in Economics in November 1983, and a Ph.D. in Economics in January 1993.

**Mr. Lam Yiu Kin** (林耀堅), aged 59, was appointed as an independent non-executive Director on 9 October 2013. He is a fellow member of the Association of Chartered Certified Accountants (ACCA), the Institute of Chartered Accountants in England & Wales (ICAEW), the Institute of Chartered Accountants in Australia (ICAA), and Hong Kong Institute of Certified Public Accountants (HKICPA). He is presently an Adjunct Professor in the School of Accounting and Finance of the Hong Kong Polytechnic University, and a committee member of the Hong Kong Management Association. Mr. Lam has extensive experiences in accounting, auditing and business consulting. He was a member of the Listing Committee of the Stock Exchange from 1997 to 2003, a committee member of HKICPA from 1994 to 2009, a member of the Financial Reporting Advisory Panel of the Stock Exchange from 1997 to 2003 and a partner with PricewaterhouseCoopers Hong Kong from 1993 to 2013. He graduated from Hong Kong Polytechnic University with a higher diploma in June 1975.

**Mr. Chen Kai Xian** (陳凱先), aged 69, is a researcher and Ph.D. supervisor of Shanghai Institute of Materia Medica Chinese Academy of Sciences, an academican of Chinese Academy of Sciences. He is currently the chairman of Shanghai Association for Science & Technology, an executive member of mainland's pharmacopeia commission, the deputy director of Chinese Pharmaceutical Association, the president of Chinese Association of Integrative Medicine, honorary director of Shanghai Pharmaceutical Association and Chinese Medical Association Shanghai Branch, the deputy director of Shanghai Chemistry and Chemical Institute, an editor of several professional publications such as Acta Pharmacologica Sinica and Chinese Journal of New Drugs, etc. And he is also an adjunct professor of Fudan University and China Pharmacy University. He joined Shanghai Institute of Materia Medica Chinese Academy of Sciences in June 1988, was the head and the academic committee director of Shanghai Institute of Materia Medica Chinese Academy of Sciences. He was the president of Shanghai University of Traditional Chinese Medicine from

March 2005 to February 2014. He graduated from Fudan University in July 1967. He obtained a master's degree and doctorate in 1982 and 1985 respectively from Shanghai Institute of Materia Medica Chinese Academy of Sciences.

#### **Proposed Supervisors of the Supervisory Committee**

**Mr. Zhao Wen Bin** (趙文斌), aged 39, was appointed as an independent supervisor on 30 May 2013. He is currently the managing director of Shanghai Fudan Holdings Co., Ltd. He used to be deputy managing director of the Enterprise Incubation & Equity Management Office of Fudan University, the secretary of Fudan Charity Fund, deputy director of Student Service Union, deputy secretary of Fudan University Committee of the Communist Youth League, etc. He graduated from Fudan University in 1998.

**Mr. Li Ning Jian** (李寧健), aged 30, was appointed as an independent supervisor on 30 May 2013. He has years of experience in venture capital and securities investment. He is currently the senior investment manager of Shanghai Pudong Science and Technology Investment Co., Ltd. He graduated from Nanjing University with a bachelor's degree in Economics and a bachelor's degree in Management. He also holds a master's degree in Science from the Hong Kong Baptist University, and a master's degree in Science from the University of Kent, United Kingdom.

**Ms. Zhang Man Juan** (張嫵娟), aged 49, was appointed as a supervisor representing employees in June 2005. She is currently the Manager of the Finance Department of the Company. She has been engaged in finance and accounting work for many years. She used to be a deputy chief of the finance department of Shanghai Huaihai Medical Factory. She graduated from China Broadcast & Television University in Finance and Accounting.

As at the Latest Practicable Date, Ms. Zhang Man Juan is interested in 870,000 Domestic Shares, representing approximately 0.09% of the total issued share capital of the Company.

**Mr. Guo Yi Cheng** (郭奕誠), aged 67, was re-appointed as an independent supervisor in May 2008. He had been appointed as a supervisor between June 2005 and June 2006. He used to be the head of Teaching and Research Section of Shanghai Mechanical and Electrical Party School, deputy head of Economy Department of Shanghai Municipality Government Research Office, deputy general manager of Shanghai Pharmaceutical Co., Ltd., and the Director and Deputy General Manager of General Technology Group Pharmaceutical Holding Limited. He graduated from Economic Management College of China Central Party School and holds a researcher's qualification from Shanghai Academy of Social Sciences.

**Mr. Xu Qing** (許青), aged 49, was appointed as an independent supervisor in May 2008. He is currently the deputy director of the Oncology Department of Tongji University Medical School, deputy director of Tumor Institute of Tongji University Medical School, and director, deputy chief physician, and deputy professor of Tumor Internal Medicine Department of the Tenth People's Hospital affiliated to Tongji University. He used to serve as a deputy director, a deputy chief physician, and a deputy professor of the Tumor Internal Medicine Department of Chang Zheng Hospital of The Second Military Medical University.



He has been engaged in the fundamental and clinical research on Tumor for a long time. He has published over 20 articles in medical journals both domestic and abroad. He graduated from The Second Military Medical University with a Ph.D. degree. He did his postdoctoral research in the H.Lee. Moffitt Tumor Centre of University of South Florida as a visiting scholar.

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## NOTICE OF THE AGM

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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 10:00 a.m. on Friday, 30 May 2014 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 9 April 2014:

#### AS ORDINARY RESOLUTIONS

1. To consider and approve the report of the Board for the year 2013.
2. To consider and approve the report of the Supervisory Committee for the year 2013.
3. To consider and approve the audited financial statements and the auditors’ report for the year 2013.
4. To consider and approve the proposal in relation to non-distribution of final dividend of the Company for the year 2013.
5. To consider and approve the election of auditors (domestic and overseas) and authorize the Board to fix their remunerations for the year 2014.
6. To consider and approve the re-election and election of the following candidates as the Directors of the fifth session of the Board:
  - 6.1 To consider and approve the re-election of Mr. Wang Hai Bo as an executive Director;
  - 6.2 To consider and approve the re-election of Mr. Su Yong as an executive Director;
  - 6.3 To consider and approve the re-election of Mr. Zhao Da Jun as an executive Director;

\* For identification purpose only

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## NOTICE OF THE AGM

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- 6.4 To consider and approve the re-election of Ms. Ke Ying as a non-executive Director;
  - 6.5 To consider and approve the re-election of Mr. Shen Bo as a non-executive Director;
  - 6.6 To consider and approve the re-election of Ms. Yu Xiao Yang as a non-executive Director;
  - 6.7 To consider and approve the re-election of Mr. Zhou Zhong Hui as an independent non-executive Director;
  - 6.8 To consider and approve the re-election of Mr. Lam Yiu Kin as an independent non-executive Director; and
  - 6.9 To consider and approve the election of Mr. Chen Kai Xian as an independent non-executive Director.
7. To consider and approve the re-election of the following candidates as the Supervisors of the fifth session of the Supervisory Committee:
    - 7.1 To consider and approve the re-election of Mr. Zhao Wen Bin as a Supervisor;
    - 7.2 To consider and approve the re-election of Mr. Li Ning Jian as a Supervisor;
    - 7.3 To consider and approve the re-election of Ms. Zhang Man Juan as a Supervisor;
    - 7.4 To consider and approve the re-election of Mr. Guo Yi Cheng as a Supervisor; and
    - 7.5 To consider and approve the re-election of Mr. Xu Qing as a Supervisor.
  8. To consider and approve the proposal in relation to remuneration of the Directors and Supervisors for the year 2014, and to authorize the Board to implement the proposal.

### AS SPECIAL RESOLUTIONS

9. To consider and approve the amendments to the Articles of Association of the Company in respect of Articles 7, 97, 117 and 118 (details of which are set out in Appendix I to the circular of the Company dated 9 April 2014), and to authorize the Board to make all necessary applications, approvals, registrations and filings and other related matters (if any) in connection with the amendments to the Articles of Association including revisions to wordings as required by the competent authorities of the PRC.

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## NOTICE OF THE AGM

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10. To consider and approve the granting of a general mandate to the Board to issue the shares of the Company:

**“THAT:**

- (1) there be granted to the Board of the Company an unconditional general mandate to issue, allot and deal with additional shares in the capital of the Company (whether domestic shares and/or H shares) and to make or grant offers, agreements and options in respect thereof, subject to the following conditions:

- (a) such mandate shall not extend beyond the Relevant Period save that the Board of the Company may make or grant offers, agreements or options during the Relevant Period which might require the exercise of such powers after the end of the Relevant Period;

- (b) the total shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Board of the Company otherwise than pursuant to the share option scheme adopted by the Company for the grant or issue of shares of the Company, shall not exceed:

- (i) 20 per cent of the Domestic Shares in issue; and/or

- (ii) 20 per cent of the H Shares in issue, in each case as at the date of this Resolution; and

- (c) the Board will only exercise its power under such mandate in accordance with the Company Law of the PRC and the Rules Governing the Listing of Securities on the Main Board of The Stock Exchange of Hong Kong Limited (as the same may be amended from time to time) and only if all necessary approvals from the China Securities Regulatory Commission and/or other relevant PRC government authorities are obtained;

- (d) For the purposes of this Resolution:

**“Domestic Shares”** means the domestic invested shares in the share capital of the Company, with a nominal value of RMB0.10 each, which are subscribed for by PRC investors and held in RMB;

**“H Shares”** means the overseas-listed foreign invested shares in the share capital of the Company, with a nominal value of RMB0.10 each, which are held and traded in Hong Kong dollars;

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“**Relevant Period**” means the period from the date of passing this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company following the passing of this Resolution; or
  - (ii) the expiry date of the 12-month period following the passing of this Resolution; or
  - (iii) the passing of a special resolution of the Company in general meeting revoking or varying the authority set out in this Resolution.
- (2) Provided that the Board resolves to issue shares pursuant to paragraph (1) of this Resolution, authorized the Board:
- (a) to approve, enter into, procure to enter into and engage in all documents, agreements and matters which it deems to be in connection with the issue of such new shares, including but not limited to the time, place and method of such issue, to make all necessary applications to the relevant authorities, to enter into underwriting agreement (or any other agreements);
  - (b) to determine the use of proceeds and to make necessary filings and registration with the PRC, Hong Kong and other relevant authorities; and
  - (c) to make amendments to the Articles of Association as deemed appropriate for the increase of the Company’s registered capital and to reflect the new share capital structure of the Company under the intended allotment and issue of the shares of the Company pursuant to the resolution under paragraph (1) of this Resolution.”

By order of the Board

**Wang Hai Bo**

*Chairman*

Shanghai, the People’s Republic of China  
9 April 2014

*Notes:*

1. In order to determine the list of Shareholders who are entitled to attend the AGM, the Company’s registers of members will be closed from Wednesday, 30 April 2014 to Friday, 30 May 2014 (both days inclusive), during which period no transfer of Shares will be registered. Holders of H Shares and Domestic Shares whose names appear on the Company’s registers of members at the close of business hours on Tuesday, 29 April 2014 and has completed the registration procedures, are entitled to attend the AGM.

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## NOTICE OF THE AGM

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2. Any shareholder of the Company 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 of the Company.
3. Where there are joint holders of any share in the issued share capital of the Company ("Share"), 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 (for the holders of H Shares), or to the office of the secretary to the Board of the Company at No. 308, Cailun Road, Zhangjiang Hi-Tech Park, Pudong New Area, Shanghai, China (for the holders of Domestic Shares) not less 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 Shareholder entitled to attend the AGM is requested to complete and deliver the reply slip for attendance on or before Friday, 9 May 2014.

***For holders of Domestic Shares***

No. 308, Cailun Road  
Zhangjiang Hi-Tech Park  
Pudong New Area  
Shanghai, the PRC  
Post Code: 201210  
Tel: 86-21-5855 3628  
Fax: 86-21-5855 3893

***For holders of H Shares***

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