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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) RESIGNATIONS OF DIRECTOR AND SUPERVISOR
(2) PROPOSED APPOINTMENTS OF DIRECTOR AND SUPERVISOR
(3) PROPOSED GRANT OF GENERAL MANDATE
AND
(4) DISTRIBUTION OF FINAL DIVIDEND

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, 29 May 2015 is set out on pages 9 to 13 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, 8 May 2015. 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 Company Secretary 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

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, 29 May 2015
“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
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China
“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
“Substantial Shareholder”	has the same meaning ascribed to it under the Listing Rules

DEFINITIONS

“Supervisor(s)”	the supervisors of the Company
“Supervisory Committee”	the supervisory committee of the Company
“%”	per cent.

** For identification purpose only*

LETTER FROM THE BOARD



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 Directors:

Ms. Ke Ying

Mr. Shen Bo

Ms. Yu Xiao Yang

Independent Non-executive Directors:

Mr. Zhou Zhong Hui

Mr. Lam Yiu Kin

Mr. Chen Kai Xian

*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:

19/F, Three Exchange Square

8 Connaught Place Central

Hong Kong

9 April 2015

To the Shareholders

Dear Sir or Madam,

(1) RESIGNATIONS OF DIRECTOR AND SUPERVISOR
(2) PROPOSED APPOINTMENTS OF DIRECTOR AND SUPERVISOR
(3) PROPOSED GRANT OF GENERAL MANDATE
AND
(4) DISTRIBUTION OF FINAL DIVIDEND

1. INTRODUCTION

Reference is made to the announcement on: (i) the resignations of Director and Supervisor; and (ii) the proposed appointments of Director and Supervisor, published by the Company on 24 March 2015.

* For identification purpose only.

LETTER FROM THE BOARD

The purpose of this circular is, among other things, to provide you with more information in respect of: (i) the resignations of Director and Supervisor; (ii) the proposed appointments of Director and Supervisor; (iii) the proposed grant of general mandate; and (iv) the distribution of final dividend, to enable you to make an informed decision on whether to vote for or against the relevant resolutions at the AGM.

2. RESIGNATIONS OF DIRECTOR AND SUPERVISOR

The Board announced on 24 March 2015 that: (i) Mr. Chen Kai Xian (“Mr. Chen”) had tendered resignation as an independent non-executive Director of the fifth session of the Board due to personal reason; (ii) Mr. Zhao Wen Bin (“Mr. Zhao”) had tendered resignation as a Supervisor of the fifth session of the Supervisory Committee due to work reallocation arranged by his employer; and (iii) Mr. Xu Qing (“Mr. Xu”) had tendered resignation as a Supervisor of the fifth session of the Supervisory Committee because he had been nominated as an independent non-executive Director of the fifth session of the Board. Such resignations have been accepted by the Board upon discussions and will become effective after the conclusion of the AGM.

Each of Mr. Chen, Mr. Zhao and Mr. Xu 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.

3. PROPOSED APPOINTMENTS OF DIRECTOR AND SUPERVISOR

The Board also proposes to appoint: (i) Mr. Xu as an independent non-executive Director of the fifth session of the Board; and (ii) Mr. Zhou Xi (“Mr. Zhou”) as a Supervisor of the fifth session of the Supervisory Committee.

According to the Articles of Association, the proposed appointments of Director and Supervisor are subject to approval by the Shareholders at the AGM. The relevant proposals will be put forward to the AGM for the Shareholders’ consideration and approval by way of ordinary resolutions.

Biographical details of the proposed independent non-executive Director and Supervisor are as follows:

Mr. Xu Qing, aged 50, has been nominated as an independent non-executive Director. Mr. Xu was appointed as an independent Supervisor in May 2008. He is currently a professor of Tongji University Medical School, doctor-postgraduate supervisor, deputy director of the Oncology Department and Tumor Institute, and director, chief physician of Medical Oncology Department of the Tenth People’s Hospital affiliated to Tongji University. And he is director of Medical Oncology Department of Shanghai Dermatology Hospital affiliated to Tongji University. He used to serve as a deputy director, a deputy chief physician, and a deputy professor of the Medical Oncology 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 100 articles in medical journals both domestic and abroad. He did his postdoctoral research in

LETTER FROM THE BOARD

the H.Lee. Moffitt Cancer Center of University of South Florida as a visiting scholar. He graduated from The Second Military Medical University in August 1989 with a bachelor's degree of medicine. He obtained a doctor's degree of internal medicine in August 1997.

Mr. Zhou Xi, aged 42, has been nominated as a Supervisor. He is the general manager of Shanghai Fudan Asset Management Co., Ltd. (上海復旦資產經營有限公司). He used to be the deputy secretary of youth communist league committee of Fudan University, assistant to director of the Enterprise Incubation and Equity Management Office of Fudan University, deputy director of Jiangwan campus construction office of Fudan University, vice president of School of Computer Science and Software School of Fudan University. He graduated from Fudan University in 1996 with a bachelor's degree of science. He obtained a master's degree of science in 2002 and a doctor's degree of science in 2012.

Upon the proposed appointments of Director or Supervisor being approved by the Shareholders, each of them will enter into a service contract with the Company. Their terms of office as Director or Supervisor 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 Director and Supervisor will be determined based on the Company's remuneration policy for Directors and Supervisors and subject to the approval at the AGM.

Saved as disclosed above, neither of the Director and Supervisor to be elected: (i) holds 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) holds any position with the Company or its subsidiaries; (iii) 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; and (iv) has any relationship with other current Directors, senior management or 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 Listing Rules in relation to the aforementioned Director and Supervisor and there is no other matter 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: (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.

LETTER FROM THE BOARD

5. DISTRIBUTION OF FINAL DIVIDEND

The Board has recommended a final dividend of RMB0.05 per share (tax inclusive) for the year ended 31 December 2014, totalling approximately RMB46,150,000. If the profit distribution plan is approved by the shareholders by way of an ordinary resolution at the AGM, the final dividend is expected to be distributed on Monday, 27 July 2015 to all shareholders whose names appear on the register of the Company on Thursday, 11 June 2015.

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, 6 June 2015 to Thursday, 11 June 2015 (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 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 registration not later than 4:30 p.m. on Friday, 5 June 2015.

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 11 June 2015, unless otherwise stated in the relevant taxation regulations, taxation agreements or the notice.

LETTER FROM THE BOARD

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.

6. AGM

The 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, 29 May 2015 is set out at the end of this circular.

A reply slip and a proxy form to be used at the AGM are 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, 8 May 2015. 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, 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, 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.

In order to determine the list of Shareholders who are entitled to attend the AGM, the Company's register of members will be closed from Wednesday, 29 April 2015 to Friday, 29 May 2015 (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 register of members at the close of business hours on Tuesday, 28 April 2015 and has completed the registration procedures, are entitled to attend the AGM. In order to qualify for attending and vote at the AGM, holders of H Shares whose transfers have not been registered shall deposit the transfer documents together with the relevant share certificates at the H Share registrar of the Company not later than 4:30 p.m. on Tuesday, 28 April 2015. The address is Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong.

7. 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.

LETTER FROM THE BOARD

8. RECOMMENDATION

The Directors consider that: (i) the resignations of Director and Supervisor; (ii) the proposed appointments of Director and Supervisor; (iii) the proposed grant of general mandate; and (iv) the distribution of final dividend 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

NOTICE OF THE AGM



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, 29 May 2015 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 2015):

AS ORDINARY RESOLUTIONS

1. To consider and approve the report of the Board for the year 2014.
2. To consider and approve the report of the Supervisory Committee for the year 2014.
3. To consider and approve the audited financial statements and the auditors’ report for the year 2014.
4. To consider and approve the proposed profit distribution plan for the year ended 31 December 2014 and the final dividend distribution plan for the year ended 31 December 2014, 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 2015.
6. To consider and approve the proposal in relation to remuneration of the Directors and Supervisors for the year 2015, and to authorize the Board to implement the proposal.
7. To consider and approve the appointment of Mr. Xu Qing as an independent non-executive Director.
8. To consider and approve the appointment of Mr. Zhou Xi as a Supervisor.

* For identification purpose only.

NOTICE OF THE AGM

AS SPECIAL RESOLUTION

9. 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 total issued Domestic Shares; and/or

(ii) 20 per cent of the total issued H Shares,

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 Stock Exchange of Hong Kong Limited (as 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;

NOTICE OF THE AGM

“**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 at 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 2015

Notes:

1. In order to determine the list of Shareholders who are entitled to attend the AGM, the Company’s register of members will be closed from Wednesday, 29 April 2015 to Friday, 29 May 2015 (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 register of members at the close of business hours on Tuesday, 28 April 2015 and has completed the registration procedures, are entitled to attend the AGM. In order to qualify for attending and vote at the AGM, holders of H Shares whose transfers have not been registered shall deposit the transfer documents together with the relevant share certificates at the H Share registrar of the Company not later than 4:30 p.m. on Tuesday, 28 April 2015. The address is Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong.

NOTICE OF THE AGM

2. The Board has recommended a final dividend of RMB0.05 per share (tax inclusive) for the year ended 31 December 2014, totalling approximately RMB46,150,000. If the profit distribution plan is approved by the shareholders by way of an ordinary resolution at the AGM, the final dividend is expected to be distributed on Monday, 27 July 2015 to all shareholders whose names appear on the register of the Company on Thursday, 11 June 2015.

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, 6 June 2015 to Thursday, 11 June 2015 (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 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 registration not later than 4:30 p.m. on Friday, 5 June 2015.

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 11 June 2015, 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 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.
4. 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.
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, or a notorially certified copy of such power of attorney (if any), 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),

NOTICE OF THE AGM

or to the office of the Company Secretary 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.

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, 8 May 2015.

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