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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)**

**CHANGE OF DIRECTOR AND SUPERVISOR**  
**CHANGE OF MEMBER OF AUDIT COMMITTEE, REMUNERATION**  
**COMMITTEE AND NOMINATION COMMITTEE**

Reference is made to the announcement of Shanghai Fudan-Zhangjiang Bio-Pharmaceutical Co., Ltd. (the “**Company**”) dated 24 March 2015 and the circular of the Company dated 9 April 2015, in relation to, among other things, the proposed appointments of director (the “**Director**”) and supervisor (the “**Supervisor**”) of the Company.

**CHANGE OF DIRECTOR AND SUPERVISOR**

As elected at the 2014 annual general meeting of the Company (the “**AGM**”), Mr. Xu Qing (“**Mr. Xu**”) has been appointed as an independent non-executive Director of the fifth session of the board of directors of the Company (the “**Board**”), and Mr. Zhou Xi (“**Mr. Zhou**”) has been appointed as a Supervisor of the fifth session of the supervisory committee of the Company.

The biographical details of Mr. Xu and Mr. Zhou required to be disclosed pursuant to Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) are set out as follows:

**Mr. Xu Qing**, aged 50, has been appointed 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 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. Xu has entered into a service contract with the Company. The term of office of Mr. Xu will be from 29 May 2015 until the date of the annual general meeting to be held around June 2017 (except for re-election). Mr. Xu is entitled to a remuneration of RMB150,000 per annum which is determined based on the Company's remuneration policy for Directors.

**Mr. Zhou Xi**, aged 42, has been appointed 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.

Mr. Zhou has entered into a service contract with the Company. The term of office of Mr. Zhou will be from 29 May 2015 until the date of the annual general meeting to be held around June 2017 (except for re-election). The Company is not required to pay any Supervisor's remuneration or emolument to Mr. Zhou.

As at the date of this announcement, saved as disclosed above, neither of the Director and Supervisor which have been appointed (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 Securities and Futures Ordinance; or (iv) has any relationship with other current Directors, senior management, 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 of the Company.

Mr. Chen Kai Xian (“**Mr. Chen**”) ceases to act as an independent non-executive Director, Mr. Zhao Wen Bin (“**Mr. Zhao**”) and Mr. Xu cease to act as the Supervisors of the Company upon conclusion of the AGM. Each of Mr. Chen, Mr. Zhao and Mr. Xu has confirmed that he does not have any disagreement with the Board, and there is no matter which needs to be brought to the attention of the shareholders of the Company in relation to their respective resignation.

The Board would like to take this opportunity to welcome Mr. Xu and Mr. Zhou and to express its gratitude to Mr. Chen, Mr. Zhao and Mr. Xu for their valuable contribution rendered to the Company.

#### **CHANGE OF MEMBER OF AUDIT COMMITTEE, REMUNERATION COMMITTEE AND NOMINATION COMMITTEE**

In order to fill the vacancy arising from the resignation of Mr. Chen Kai Xian as an independent non-executive Director, Mr. Xu Qing has been appointed as a member of audit committee, remuneration committee and nomination committee of the Company effective upon conclusion of board meeting on 29 May 2015.

By order of the board

**Wang Hai Bo**

*Chairman*

As at the date thereof, 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

29 May 2015

*\* For identification purpose only*