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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 RE-ELECTION AND ELECTION OF DIRECTORS AND SUPERVISORS;**
- (2) PROPOSED EXTENSION OF THE VALIDITY PERIOD OF THE RESOLUTION IN RESPECT OF THE PROPOSED ISSUE OF A SHARES;**
- (3) PROPOSED EXTENSION OF THE AUTHORIZATION TO THE BOARD TO DEAL WITH MATTERS RELATING TO THE ISSUE OF A SHARES;**
- (4) PROPOSED GRANT OF GENERAL MANDATE;**
- AND**
- (5) DISTRIBUTION OF FINAL DIVIDEND**

Notices convening the AGM, the Class Meeting of Holders of H Shares and the Class Meeting of Holders of Domestic Shares to be held at No. 308, Cailun Road, Zhangjiang Hi-Tech Park, Pudong New Area, Shanghai, the PRC at 10:00 a.m., 11:00 a.m. and 11:30 a.m., respectively, on Friday, 9 June 2017 are set out on pages 23 to 32 of this circular.

If you are eligible and intend to attend the AGM and the Class Meetings, please complete and return the enclosed reply slips in accordance with the instructions printed thereon on or before Friday, 19 May 2017. Shareholders who intend to appoint a proxy to attend the AGM and the Class Meetings shall complete and return the accompanying proxy forms 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, the PRC (for the holders of Domestic Shares) as soon as possible but in any event not later than 24 hours before the time fixed for holding the AGM and the Class Meetings or any adjournment thereof (as the case may be). Completion and return of the proxy forms will not preclude you from attending and voting in person at the AGM and the Class Meetings or any adjourned meeting 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:

“A Share(s)”	the ordinary share(s) with a nominal value of RMB0.10 each in the share capital of the Company to be allotted, issued and listed on the Shanghai Stock Exchange
“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, 9 June 2017
“Articles of Association”	the articles of association of the Company
“associate”	has the meaning ascribed to such term under the Listing Rules
“Board”	the board of Directors
“Class Meetings”	the Class Meeting of Holders of H Shares and the Class Meeting of Holders of Domestic Shares
“Class Meeting of Holders of Domestic Shares”	the class meeting of the holders of the Domestic Shares to be held at No. 308, Cailun Road, Zhangjiang Hi-Tech Park, Pudong New Area, Shanghai, the PRC, at 11:30 a.m., on Friday, 9 June 2017
“Class Meeting of Holders of H Shares”	the class meeting of the holders of the H Shares to be held at No. 308, Cailun Road, Zhangjiang Hi-Tech Park, Pudong New Area, Shanghai, the PRC, at 11:00 a.m., on Friday, 9 June 2017
“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 H Shares of which are listed on the Main Board of the Stock Exchange
“CSRC”	China Securities Regulatory Committee (中國證券監督管理委員會)
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	ordinary domestic share(s) with a nominal value of RMB0.10 each in the share capital of the Company which are subscribed for in RMB
“Group”	the Company and its subsidiaries

DEFINITIONS

“H Shares”	overseas listed foreign share(s) with a nominal value of RMB0.10 each in the share capital of the Company which are listed on the Stock Exchange and are subscribed for and traded in HK\$
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Issue of A Shares”	the proposed issue of not more than 27,000,000 A Shares with a nominal value of RMB0.10 each, which will be listed on the Shanghai Stock Exchange
“Latest Practicable Date”	22 March 2017, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Main Board”	the main board of the Stock Exchange
“PRC”	the People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	the Domestic Share(s) and the H Share(s)
“Shareholder(s)”	the shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“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. Xu Qing

*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

29 March 2017

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED RE-ELECTION AND ELECTION OF DIRECTORS AND
SUPERVISORS;**

**(2) PROPOSED EXTENSION OF THE VALIDITY PERIOD OF THE
RESOLUTION IN RESPECT OF THE PROPOSED ISSUE OF A SHARES;**

**(3) PROPOSED EXTENSION OF THE AUTHORIZATION TO THE BOARD
TO DEAL WITH MATTERS RELATING TO THE ISSUE OF A SHARES;**

(4) PROPOSED GRANT OF GENERAL MANDATE;

AND

(5) DISTRIBUTION OF FINAL DIVIDEND

I. INTRODUCTION

The purpose of this circular is, among other things, to provide you with more information in respect of: (i) proposed re-election and election of Directors and Supervisors; (ii) proposed extension of the validity period of the resolution in respect of the proposed

* For identification purpose only

LETTER FROM THE BOARD

Issue of A Shares; (iii) proposed extension of the authorization to the board to deal with matters relating to the Issue of A Shares; (iv) proposed grant of general mandate; and (v) 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 and/or the Class Meetings.

II. PROPOSED RE-ELECTION AND ELECTION OF DIRECTORS AND SUPERVISORS

The fifth session of the Board and the Supervisory Committee will expire at the conclusion of the AGM. The 16th meeting of the fifth session of the Board and the 12th meeting of the fifth session of the Supervisory Committee held on 16 March 2017 have resolved the proposed re-election and election of the following persons as Directors of the sixth session of the Board and Supervisors of the sixth session of the Supervisory Committee for a term of three years. The proposed election of Mr. Yang Chun Bao as an independent non-executive Director and Mr. Huang Jian as an independent Supervisor are intended to fill the vacancy left by the non-executive Director and independent Supervisor who will retire at the conclusion of the AGM. The terms of office of Ms. Ke Ying and Mr. Guo Yi Cheng shall expire upon conclusion of the AGM. Details of the proposed re-election and election are set out below:

Executive Directors

Wang Hai Bo	To be re-elected upon the expiry of the term of office
Su Yong	To be re-elected upon the expiry of the term of office
Zhao Da Jun	To be re-elected upon the expiry of the term of office

Non-executive Directors

Ke Ying	To retire upon the expiry of the term of office
Shen Bo	To be re-elected upon the expiry of the term of office
Yu Xiao Yang	To be re-elected upon the expiry of the term of office

Independent Non-executive Directors

Zhou Zhong Hui	To be re-elected upon the expiry of the term of office
Lam Yiu Kin	To be re-elected upon the expiry of the term of office
Xu Qing	To be re-elected upon the expiry of the term of office
Yang Chun Bao	To be proposed to appoint

Shareholder representative Supervisor

Zhou Xi	To be re-elected upon the expiry of the term of office
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Independent Supervisors

Liu Xiao Long	To be re-elected upon the expiry of the term of office
Guo Yi Cheng	To retire upon the expiry of the term of office
Huang Jian	To be proposed to appoint

Biographical details of the candidates for re-election and election as Directors and Supervisors are set out in Appendix II to this circular. The terms of office of Ms. Ke Ying as a non-executive Director and Mr. Guo Yi Cheng as an independent Supervisor shall expire upon conclusion of the AGM.

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The proposed re-election and election of Directors, shareholder representative Supervisor and independent Supervisors of the Company are subject to the approval of the Shareholders by way of ordinary resolutions at the AGM, and shall become effective immediately upon the approval from the Shareholders at the AGM.

Upon the proposed re-election and election of Directors, shareholder representative Supervisor and independent Supervisors of the Company 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 2020 (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.

Save as disclosed in Appendix II to this circular, as at the Latest Practicable Date, none of the Directors and Supervisors to be re-elected or 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 other 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 (Chapter 571 of the Laws of Hong Kong); and (iv) has 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 proposed Directors and Supervisors and there is no other matter that needs to be brought to the attention of the Stock Exchange and the Shareholders.

Mr. Yang Chun Bao has confirmed that he has satisfied the independence criteria as stipulated in Rule 3.13 of the Listing Rules. The Company has assessed his independence and considered that he meets the independence guidelines set out in Rule 3.13 of the Listing Rules and is an independent individual in accordance with the terms of the guidelines.

The terms of office of Ms. Zhang Man Juan and Mr. Wang Luo Chun as employee representative Supervisors of the fifth session of the Supervisory Committee shall expire upon conclusion of the AGM. The proposed re-election or election for the terms of office as employee representative Supervisors of the sixth session shall become effective upon the approval at the meeting of the employee representatives of the Company. The terms of office as employee representative Supervisors of the sixth session of the Supervisory Committee will be from the date of the AGM, until the conclusion of the annual general meeting of the Company in or around June 2020 (except for re-election).

LETTER FROM THE BOARD

III. PROPOSED EXTENSION OF THE VALIDITY PERIOD OF THE RESOLUTION IN RESPECT OF THE PROPOSED ISSUE OF A SHARES AND PROPOSED EXTENSION OF THE AUTHORIZATION TO THE BOARD TO DEAL WITH MATTERS RELATING TO THE ISSUE OF A SHARES

1. Background

References are made to the circulars of the Company dated 24 June 2015 and 13 April 2016, in relation to, among other things, (i) the proposed Issue of A Shares and (ii) the proposal on authorization to the Board to deal with matters relating to the Issue of A Shares.

As disclosed in the circular of the Company dated 24 June 2015, the Company proposed to apply to the relevant regulatory authorities in the PRC for the allotment and issue of not more than 27,000,000 A Shares with a nominal value of RMB0.10 each to the qualified investors subject to market consultation and investors who maintain securities account with the Shanghai Stock Exchange (excluding those in respect of which subscription has been prohibited by laws and regulations), and apply to the Shanghai Stock Exchange for the listing of, and permission to deal in, the A Shares. The Issue of A Shares will be carried out by the Company pursuant to a specific mandate granted at the Company's general meeting. The original resolutions on (i) the proposed Issue of A Shares and (ii) the proposal on authorization to the Board to deal with matters relating to the Issue of A Shares were considered and approved at the extraordinary general meeting, the class meeting of holders of Domestic Shares and the class meeting of holders of H Shares of the Company held on 11 August 2015. At the annual general meeting of the Company, the class meeting of holders of H Shares of the Company and the class meeting of holders of Domestic Shares of the Company held on 13 May 2016, the resolution of proposed extension of the validity period of the resolution in respect of the proposed Issue of A shares as well as the resolution of proposed extension of the authorization period to the Board to deal with matters relating to the Issue of A Shares were considered and approved.

The Issue of A Shares is subject to approvals from, among others, CSRC, Shanghai Stock Exchange and other relevant authorities of the PRC (if necessary). Pursuant to relevant provisions of the Implementation Measures on Pooling National Social Security Funds through Transferring Partial State-owned Shares in the Domestic Securities Market (Cai Qi [2009] No. 94) (《境內證券市場轉持部分國有股充實全國社會保障基金實施辦法》(財企[2009]94號)) jointly issued by the Ministry of Finance, the State-owned Assets Supervision and Administration Commission of the State Council, CSRC and the National Social Security Fund ("NSSF") on 19 June 2009, in the meantime of the initial public offering of A shares of the Company, the state-owned shareholder(s) of the Company should transfer part of its/their holding of state-owned shares in an amount equivalent to 10% of the total amount of A shares to be issued to NSSF. Currently, Shanghai Fudan Asset Management Co., Ltd., the only state-owned shareholder of the Company as far as the Company is aware of, is still in the progress of applying to the competent authority-in-charge for the transfer of state-owned shares. After obtaining the approval from the competent authority-in-charge by Shanghai Fudan Asset Management Co., Ltd., the Company will proceed with the relevant procedures to

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file its application to CSRC with respect to the Issue of A Shares and to have it's A Shares listed on the Shanghai Stock Exchange. There is no definite timetable as to when the application may be approved by CSRC and the application process is dependent on the internal processing time of CSRC. The Company will make announcement(s) on the update of the Issue of A Shares as and when appropriate in accordance with applicable rules and regulations.

The Directors consider that the Issue of A Shares will enhance the corporate image of the Company, further broaden the Company's funding channels and increase the Company's working capital and recognitions of capital market by attracting large institutional and medium and small investors. The Directors also believe that the Issue of A Shares will be beneficial to the Company's business growth, financing flexibility and business development, and be beneficial to obtain more financial resources and improve the competitiveness of the Company, and be beneficial to the long term development of the Company. The Directors consider that the Issue of A Shares is in the interests of the Company and the Shareholders as a whole.

2. Proposed Extension of the Validity Period of the Resolution in Respect of the Proposed Issue of A Shares and Proposed Extension of the Authorization to the Board to Deal with Matters Relating to the Issue of A Shares

Given the Company's application for the Issue of A Shares is still in progress and the validity period of the resolution in respect of the Issue of A Shares and the authorization period to the Board to deal with matters relating to the Issue of A Shares will expire soon on 10 August 2017, the Board proposed to extend the validity period of such resolution and the aforementioned authorization period by 12 months from the date of the Shareholders' approvals at the AGM and the Class Meetings.

Other than the above extension of the validity period of the resolution and the authorization period to the Board, other details in relation to (i) the proposed Issue of A Shares and (ii) the proposal on authorization to the Board to deal with matters relating to the Issue of A Shares as set out in the circular of the Company dated 24 June 2015 remain unchanged and shall continue to have effect.

The Board is of the view that it is in the interests of and necessary for the Company and the Shareholders as a whole to extend the validity period of the resolution and authorization period. The Board resolved to put forward (i) the proposal regarding the extension of the validity period of the resolution in respect of the Issue of A Shares; and (ii) the proposal regarding the extension of the authorization period to the Board to deal with matters relating to the Issue of A Shares at the AGM and the Class Meetings for consideration and approval by way of special resolutions.

The particulars of the proposed Issue of A Shares and the proposal on authorization to the Board to deal with matters relating to the Issue of A Shares are set out in Appendix I to this circular.

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IV. PROPOSED 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.

V. DISTRIBUTION OF FINAL DIVIDEND

The Board has recommended a final dividend of RMB0.05 per share (tax inclusive) for the year ended 31 December 2016, totaling approximately RMB46,150,000. If the profit distribution plan is approved by the Shareholders by way of an ordinary resolution at the AGM to be held on Friday, 9 June 2017, the final dividend is expected to be distributed on Monday, 21 August 2017 to all Shareholders whose names appear on the register of the Company on Thursday, 22 June 2017.

To determine the identity of the Shareholders entitled to receive the final dividend (subject to approval by the Shareholders at the AGM), the register of holders of H Shares of the Company will be closed from Saturday, 17 June 2017 to Thursday, 22 June 2017 (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 Hong Kong share registrar, 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, 16 June 2017.

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.

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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 Thursday, 22 June 2017, 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.

VI. AGM AND THE CLASS MEETINGS

Notices convening the AGM, the Class Meeting of Holders of H Shares and the Class Meeting of Holders of Domestic Shares to be held at No. 308, Cailun Road, Zhangjiang Hi-Tech Park, Pudong New Area, Shanghai, the PRC at 10:00 a.m., 11:00 a.m. and 11:30 a.m., respectively, on Friday, 9 June 2017 are set out on pages 23 to 32 of this circular.

If you are eligible and intend to attend the AGM and the Class Meetings, please complete and return the enclosed reply slips in accordance with the instructions printed thereon on or before Friday, 19 May 2017. Shareholders who intend to appoint a proxy to attend the AGM and the Class Meetings shall complete and return the accompanying proxy forms 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 of the Company at No. 308, Cailun Road, Zhangjiang Hi-Tech Park, Pudong New Area, Shanghai, the PRC (for the holders of Domestic Shares) as soon as possible but in any event not later than 24 hours before the time fixed for holding the AGM and the Class Meetings or any adjournment thereof (as the case may be). Completion and return of the proxy forms will not preclude you from attending and voting in person at the AGM and the Class Meetings or any adjourned meeting should you so desire.

The register of the holders of H Shares of the Company will be closed from Wednesday, 10 May 2017 to Friday, 9 June 2017 (both days inclusive). During this period, no transfer of H Shares will be registered. Any holder of the H Shares, whose name appears on the Company's register of the holders of H Shares at the close of business hours on Tuesday, 9 May 2017 and has completed the registration procedures, is entitled to attend and vote at the AGM and the Class Meeting of Holders of H Shares.

The register of the holders of Domestic Shares of the Company will be closed from Wednesday, 10 May 2017 to Friday, 9 June 2017 (both days inclusive). During this period, no transfer of the Domestic Shares will be registered. Any holder of the Domestic Shares, whose name appears on the Company's register of the holders of Domestic Shares at the

LETTER FROM THE BOARD

close of business hours on Tuesday, 9 May 2017 and has completed the registration procedures, is entitled to attend and vote at the AGM and the Class Meeting of Holders of Domestic Shares.

VII. VOTING BY WAY OF POLL

In accordance with the relevant provisions of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. As such, the resolutions set out in the notices convening the AGM and the Class Meetings will be voted by poll.

VIII. 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.

IX. RECOMMENDATION

The Directors, including independent non-executive Directors, are of the view that the resolutions set out in the notice of the AGM and the Class Meetings are all in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the resolutions to be proposed at the AGM and the Class Meetings.

X. ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular.

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

(iv) Target subscribers

Qualified investors subject to market consultation and investors who maintain securities account with the Shanghai Stock Exchange (excluding those in respect of which subscription has been prohibited by laws and regulations) or otherwise prescribed by the relevant rules and regulations of the CSRC, the stock exchange or other relevant regulatory authorities.

If any of the above target subscribers of the Issue of A Shares is a connected person of the Company, the Company will take every reasonable step to comply with the relevant requirements under the Listing Rules.

(v) Pricing methodology

The issue price of the A Shares will be determined through making market consultation with offline investors or directly through negotiations between the lead underwriter(s) and the Company or by any other legally practicable methods.

The amount of funds to be raised from the Issue of A Shares could not be ascertained as at the Latest Practicable Date.

The closing price of H Shares as at 29 May 2015 (being the date of the announcement of the Company in relation to the proposed Issue of A Shares) is HK\$10.30 per H Share. The closing price of H Shares as at 19 June 2015 (being the latest practicable date prior to the printing of the circular of the Company dated 24 June 2015 in relation to the proposed Issue of A Shares) is HK\$10.10 per H Share. The closing price of H Shares as at the Latest Practicable Date is HK\$6.12 per H Share.

(vi) Method of issuance

The Issue of A Shares will be conducted through a combination of offline placement to the investors subject to market consultation and on-line application or other methods of issuance approved by CSRC.

(vii) Proposed stock exchange for listing

Shanghai Stock Exchange

(viii) Valid period of the resolution

The valid period of the resolution on the Issue of A Shares is 12 months from the date of the Shareholders' approvals at the AGM and the Class Meetings.

Proposed use of proceeds from the Issue of A Shares

The proceeds raised from the Issue of A Shares (after deducting the relevant expenses) will be applied to the following projects, and the total estimated investment amount by the proceeds will be approximately RMB97,000,000:

- (i) the clinical research project of aminolevulinic acid hydrochloride acne treatment, with an estimated investment amount by the proceeds of approximately RMB20,000,000;
- (ii) the forth phase of clinical research project of the new drug Hemoporfin, with an estimated investment amount by the proceeds of approximately RMB22,000,000; and
- (iii) the construction project of the chemical medicine technology research and development centre, with an estimated investment amount by the proceeds of approximately RMB55,000,000.

The Company may, in accordance with the actual progress of each project, utilize its self-raised fund or bank loans to finance the aforesaid projects before the proceeds raised from the Issue of A Shares are available. After the proceeds raised from the Issue of A Shares are available, the Company will utilize the proceeds in strict compliance with relevant regulations and the proceeds can be used to repay the self-raised fund or bank loans previously invested by the Company in such projects and to pay the remaining amount of the projects.

In the event that the actual amount of proceeds raised from the Issue of A Shares is more than the total estimated amount of investment by the proceeds in the projects as set out above, the surplus will be used to supplement the working capital in relation to the principal business of the Company. In the event the proceeds raised from the Issue of A Shares are less than the total estimated amount of investment by the proceeds in the projects as set out above, the shortfall will be covered by the funds raised by the Company.

Effects of the Issue of A Shares on shareholding structure of the Company

Assuming that a total of 27,000,000 A Shares are to be issued, the shareholding structure of the Company as at the Latest Practicable Date and immediately after completion of the Issue of A Shares is as follow (assuming no other H Shares, Domestic Shares or A Shares are to be issued by the Company from the Latest Practicable Date up to and including the date of completion of the Issue of A Shares):

	As at the Latest Practicable Date		Immediately after completion of the Issue of A Shares	
	<i>Number of Shares</i>	<i>Approximate %</i>	<i>Number of Shares</i>	<i>Approximate %</i>
Domestic Shares				
– existing Domestic Shares	583,000,000	63.16%	583,000,000	61.37%
– A Shares to be issued	–	–	27,000,000	2.84%
H Shares	<u>340,000,000</u>	<u>36.84%</u>	<u>340,000,000</u>	<u>35.79%</u>
Total	<u>923,000,000</u>	<u>100%</u>	<u>950,000,000</u>	<u>100%</u>

As at the Latest Practicable Date, based on the publicly available information and to the Directors' knowledge, all the H Shares are held by the public and the Company has maintained a public float above 25% which satisfies the requirements under the Listing Rules. The Company undertakes that it will continue to comply with the public float requirement under the Listing Rules during the application process and after completion of the Issue of A Shares.

2. Proposal on authorization to the Board to deal with matters relating to the Issue of A Shares

For the purposes of the Issue of A Shares, a resolution will be proposed by the Board at the AGM and the Class Meetings to extend the authorization period to the Board to determine and to deal with the matters relating to the Issue of A Shares.

The authorization proposed to be granted to the Board shall include without limitation:

- (i) to engage relevant intermediaries for the Issue of A Shares, and negotiate and fix the service fee and sign engagement or appointment agreement with relevant intermediaries;
- (ii) to implement the proposal on the Issue of A Shares pursuant to the requirements under the relevant laws, regulations and any other regulatory documents and the resolutions approved by the Shareholders' meeting;

- (iii) within the scope of resolution in relation to the proposed Issue of A Shares approved by the Shareholders, to deal with all matters relating to the Issue of A Shares, including without limitation, adjusting or determining the stock exchange to be listed on, the time of issuance, the number of shares to be issued, the target subscribers, the method of issuance, the pricing methodology, the issue price, the date of commencement and end of issuance and other related matters subject to the requirements of relevant competent authorities and the actual circumstance of the securities market;
- (iv) within the scope of resolution approved by the Shareholders, to adjust the projects to which the proceeds from the Issue of A Shares will be applied, the amount of fund required for such projects and the progress of fund injection; to adjust related matters according to the actual circumstances and comments from relevant governmental authorities in the course of implementation of the projects to which the proceeds will be applied, including without limitation, adjusting the amount of fund used for each project within the scope of the projects to which proceeds will be applied, the subject of implementation, progress and means of implementation, etc.; confirming the specific saving account for the proceeds; implementing the application of the proceeds after completion of the Issue of A Shares; executing material contracts involved in the course of implementation of the projects to which proceeds will be applied;
- (v) to adjust the proposal on the Issue of A Shares according to implementation situation of the proposal on the Issue of A Shares, market conditions, policies adjustments and comments from regulatory authorities, or if there is any change to the relevant policies relating to initial issue of new shares within the validity period of the proposal on Issue of A Shares, to deal with matters relating to the Issue of A Shares pursuant to such new policies;
- (vi) to amend the provisions of the Articles of Association, and draft, amend or revise the Articles of Association (Draft), the rules of procedures and internal rules of the Company relating to the Issue of A Shares according to the requirements and suggestions from relevant governmental and regulatory authorities during the process of the Issue of A Shares; to revise the relevant provisions of Articles of Association (Draft) in accordance with the results of issuance, and to deal with the approval and the filing and registration of changes with the relevant Administration for Industry and Commerce Bureau and the filing and registration with relevant authorities;
- (vii) to make appropriate amendments to the Articles of Association (Draft) and other relevant rules approved by the extraordinary general meeting, the class meeting of holders of Domestic Shares and the class meeting of holders of H Shares held on 11 August 2015 which will take effect on the date of the Issue of A Shares in the event they are challenged by CSRC, the stock exchange and other relevant regulatory authorities, or they conflict with the regulatory rules or documents promulgated by the CSRC, the stock exchange, and other relevant regulatory authorities;

- (viii) to deal with all filing and application matters relating to the Issue of A Shares, including without limitation, applying for approval from, register with, filing with, seeking approvals and consents from relevant governmental and regulatory authorities, the stock exchange and securities clearing institution in relation to the Issue of A Shares and to approve, amend, sign or execute any agreement, contract or other relevant legal document relating to the Issue of A Shares;
- (ix) to deal with all matters relating to the registration and clearing of the shares with China Securities Depository and Clearing Company Limited in accordance with the undertakings made by each Shareholder upon completion of the Issue of A Shares, including without limitation, the registration of equity trusteeship and locked circulated stock;
- (x) to prepare application files for the Issue of A Shares and to deal with all other related matters in connection with 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 from the date of the Shareholders' approvals at the AGM and the Class Meetings.

This proposal has been approved by the Board, and will be submitted to the AGM and the Class Meetings, respectively, for consideration and approval by way of special resolution.

Executive Directors

Wang Hai Bo (王海波), aged 56, was appointed as an Executive Director in November 1996. He is the chairman of the Board and general manager of the Company. He is also the chairman of board of directors of Taizhou Fudan-Zhangjiang Pharmaceutical Co., Ltd and Shanghai Ba Dian Medicine Co., Ltd. (“Ba Dian”) as well as the director of Fernovelty (Hong Kong) Holding Co., Ltd. which are the subsidiaries 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 many articles, and earned many 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 Municipality (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).

Mr. Wang was entitled to a remuneration of RMB2,022,000 for the year 2016 including basic salaries, discretionary bonus and other retirement benefits and social security costs. The emolument is determined by the remuneration committee of the Board with reference to his experience, qualification, duties, responsibilities and expected time commitment to the Company’s affairs, as well as the prevailing market standards.

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

Su Yong (蘇勇), aged 52, was appointed as an Executive Director in January 2002. He is also the deputy general manager of the Company as well as the director of Ba Dian. He joined the Company in April 1997. He has been working in the field of genetic engineering for over twenty 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.

Mr. Su was entitled to a remuneration of RMB1,335,000 for the year 2016 including basic salaries, discretionary bonus and other retirement benefits and social security costs. The emolument is determined by the remuneration committee of the Board with reference to his experience, qualification, duties, responsibilities and expected time commitment to the Company’s affairs, as well as the prevailing market standards.

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

Zhao Da Jun (趙大君), aged 46, was appointed as an Executive Director in January 2002. He is also the deputy general manager and an authorized representative of the Company. At the same time, he is the chairman of the board of directors of Shanghai Tracing Bio-technology Co., Ltd., and the director of Ba Dian which are the subsidiaries 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.

Mr. Zhao was entitled to a remuneration of RMB1,311,000 for the year 2016 including basic salaries, discretionary bonus and other retirement benefits and social security costs. The emolument is determined by the remuneration committee of the Board with reference to his experience, qualification, duties, responsibilities and expected time commitment to the Company's affairs, as well as the prevailing market standards.

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

Non-Executive Director

Shen Bo (沈波), aged 44, was appointed as a Non-executive Director in June 2012. He has passed the PRC Certified Public Accountants examination. He is an executive director, a vice president and the chief financial officer of Shanghai Pharmaceuticals Holding Co., Ltd., and concurrently appointed as a supervisor of Shanghai Pharmaceuticals Distribution Co., Ltd., a director of SPH Keyuan Xinhai Pharmaceutical Co., Ltd., chairman of Changzhou Pharmaceuticals Co., Ltd., a director of Shanghai Pharma Northern Investment Co., Ltd., a director of Chiatai Qingchunbao Pharmaceuticals Co., Ltd., a director of SPH Dongying (Jiangsu) Pharmaceuticals Co., Ltd., a director of China International Pharmaceutical (Holding) Corporation Limited, the chief supervisor and director of Shanghai Pharmaceuticals Grand Health Commerce Company Limited, and the chairman of Xiamen Traditional Chinese Medicine Co., Ltd. and the chairman of Shanghai Hefeng Pharmaceuticals 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 Pharmaceuticals Co., Ltd. from 2006 to 2010, chief financial officer of Shanghai Pharmaceuticals Holding Co., Ltd. from March 2010 to November 2015, chief financial officer and board committee secretary of Shanghai Pharmaceuticals Holding Co., Ltd. from November 2015 to June 2016, executive director and chief financial officer of Shanghai Pharmaceuticals Holding Co., Ltd. from June 2016 to August 2016, executive director, vice president and chief financial officer Shanghai Pharmaceuticals Holding Co., Ltd. from August 2016 up to now. 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.

The Company is not required to pay any director's fee or emolument to Mr. Shen.

Yu Xiao Yang (余曉陽), aged 60, 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 and found 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 from 1987 to 1991, working in the areas of mergers and acquisitions and corporate finance. She graduated from International Management Institute (Geneva), predecessor of International Institute for Management Development, with a master's degree in Business Administration in May 1982.

The Company is not required to pay any director's fee or emolument to Ms. Yu.

Independent Non-Executive Director

Zhou Zhong Hui (周忠惠), aged 69, was appointed as an Independent Non-executive Director on 30 May 2013. He is the managing director of China Association of Chief Financial Officers and 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 1989 to 1998. He has been an independent non-executive director of Shanghai Oriental Pearl Media Co., Ltd. (Formerly known as BesTV New Media Co., Ltd., a company listed on the Shanghai Stock Exchange (Shanghai Stock Code: 600637)) since 23 December 2011 and resigned on 4 June 2015. 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 has been an independent non-executive director of Juneyao Airlines Co., Ltd., a company listed on the Shanghai Stock Exchange (Shanghai Stock Code: 603885) since 29 June 2014. He has been an independent non-executive director of SF Cmi Holdings Ltd., a company listed on the Shenzhen Stock Exchange (Shenzhen Stock Code: 002352) since 26 December 2016. He used to be a member of the International Advisory Committee of the China Securities Regulatory Commission from 2011 to 2016. He used to be a member of the Audit Regulation Committee of Chinese Institution of Certified Public Accountant. 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. Zhou is entitled to a remuneration of RMB150,000 per annum. The emolument is determined by the remuneration committee of the Board with reference to his experience, qualification, duties, responsibilities and expected time commitment to the Company's affairs, as well as the prevailing market standards. The remuneration of Mr. Zhou as an independent non-executive director was RMB150,000 for the year 2016.

Lam Yiu Kin (林耀堅), aged 62, 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 of Australia and New Zealand (ICAA), and Hong Kong Institute of Certified Public Accountants (HKICPA). 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 and he was awarded the honorary fellow of Hong Kong Polytechnic University in November 2002. He has been an independent non-executive director of Kate China Holdings Limited, a company listed on the Shanghai Stock Exchange (Stock Code: 8125) since 30 June 2014 and resigned on 17 September 2016. He has been an independent non-executive director of Vital Mobile Holdings Limited, a company listed on the Main Board of the Stock Exchange (Stock Code: 6133) since 19 September 2014. He has been an independent non-executive director of Spring Asset Management Limited, which is the manager of Spring Real Estate Investment which units are listed on the Main Board of the Stock Exchange (Stock Code: 1426) since 12 January 2015. He has been an independent non-executive director of Global Digital Creations Holdings Limited, a company listed on the Growth Enterprise Market of the Stock Exchange (Stock Code: 8271) since 27 July 2015. He has been an independent non-executive director of Mason Financial Holdings Limited, a company listed on the Main Board of the Stock Exchange (Stock Code: 0273) since 1 August 2015. He has been an independent non-executive director of Shougang Concord Century Holdings Limited, a company listed on the Main Board of the Stock Exchange (Stock Code: 0103) since 1 August 2015. He has been an independent non-executive director of COSCO Shipping Ports Limited, a company listed on the Main Board of the Stock Exchange (Stock Code: 1199) since 14 August 2015. He has been an independent non-executive director of Nine Dragons Paper (Holdings) Limited, a company listed on the Main Board of the Stock Exchange (Stock Code: 2689) since 3 March 2016. And he has been an independent non-executive director of WWPKG Holdings Company Limited, a company listed on the Growth Enterprise Market of the Stock Exchange (Stock Code: 8069) since 16 December 2016.

Mr. Lam is entitled to a remuneration of RMB150,000 per annum. The emolument is determined by the remuneration committee of the Board with reference to his experience, qualification, duties, responsibilities and expected time commitment to the Company's affairs, as well as the prevailing market standards. The remuneration of Mr. Lam as an independent non-executive director was RMB150,000 for the year 2016.

Xu Qing (許青), aged 52, was appointed as an Independent Non-executive Director on 29 May 2015. 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 is entitled to a remuneration of RMB150,000 per annum. The emolument is determined by the remuneration committee of the Board with reference to his experience, qualification, duties, responsibilities and expected time commitment to the Company's affairs, as well as the prevailing market standards. The remuneration of Mr. Xu as an independent non-executive director was RMB150,000 for the year 2016.

Yang Chun Bao (楊春寶), aged 47, is currently a senior partner of Dentons Law Firm Shanghai Office. He was a practice lawyer successively in Shanghai Zhongjian Law Firm and Shanghai Haworth & Lexon Law Firm from 1995 to 2015. And he served as an in-house counsel in Southeast Branch of CMST Shanghai from 1992 to 1995. Yang is off-campus post-graduate supervisor of East China University of Political Science & Law and panel mediator with mediation center of CCPIT and CCOIC. He graduated from Fudan University with L.L.B in July 1992 and received J.M of East China University of Political Science and Law in June 2001 and L.L.M of University of Sydney Technology in May 2001.

The remuneration of Mr. Yang will be determined based on the Company's remuneration policy for directors and subject to the approval at the AGM.

Supervisors

Zhou Xi (周曦), aged 43, was appointed as a shareholder representative supervisor in May 2015. 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 dean 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.

The Company is not required to pay any supervisor's fee or emolument to Mr. Zhou.

Liu Xiao Long (劉小龍), aged 59, was appointed as an independent supervisor in May 2016. He is the chairman of the board and the chief executive officer of Jiuyou Capital Co., Ltd. (上海久有股權投資基金管理有限公司). He worked as the general manager of Shanghai Wai Gao Qiao Free Trade Zone New Development Co., Ltd. (上海市外高橋保稅區新發展有限公司), the chairman of the board of Shanghai Zhangjiang Hi-Tech Park Development Co., Ltd. (上海張江高科技園區開發股份有限公司) (a company listed on the Shanghai Stock Exchange whose stock code is 600895) and the deputy director of Shanghai Zhangjiang Hi-Tech Park management committee. He was also a member of the standing committee of Shanghai Association for Science and Technology. He graduated from Shanghai Jiao Tong University mechatronics branch campus with a bachelor degree.

The remuneration of Mr. Liu as a supervisor was RMB75,000 for the year 2016, which is determined by arm's length negotiation between Mr. Liu and the Company with reference to prevailing market conditions.

Huang Jian (黃建), aged 47, is Professor and Doctoral supervisor in Shanghai Jiao Tong University School of Medicine and review of National Natural Science Foundation of China. He used to be a postdoctoral fellow in Institute of Shanghai Biochemistry and Cell Biology Chinese academy of Sciences and Karolinska Institute Stockholm Sweden. He works on Molecular Oncology with more than 30 published papers and several National, provincial and ministerial grants. He graduated from Fudan University with BS in 1992, MS in 1995 and PhD in 1999.

The remuneration of Mr. Huang will be determined based on the Company's remuneration policy for supervisors and subject to the approval at 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 No. 308, Cailun Road, Zhangjiang Hi-Tech Park, Pudong New Area, Shanghai, the PRC at 10:00 a.m. on Friday, 9 June 2017 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 29 March 2017):

AS ORDINARY RESOLUTIONS:

1. To consider and approve the report of the Board for the year 2016.
2. To consider and approve the report of the Supervisory Committee for the year 2016.
3. To consider and approve the audited financial statements and the auditors' report for the year 2016.
4. To consider and approve the proposed profit distribution plan for the year ended 31 December 2016 and the final dividend distribution plan for the year ended 31 December 2016, 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 2017.
6. To consider and approve the proposal in relation to remuneration of the Directors and Supervisors for the year 2017, and to authorize the Board to implement the proposal.
7. To consider and approve the re-election and election of the following candidates as the Directors of the sixth session of the Board:
 - 7.1 To consider and approve the re-election of Mr. Wang Hai Bo as an executive Director;

* For identification purpose only

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- 7.2 To consider and approve the re-election of Mr. Su Yong as an executive Director;
 - 7.3 To consider and approve the re-election of Mr. Zhao Da Jun as an executive Director;
 - 7.4 To consider and approve the re-election of Mr. Shen Bo as a non-executive Director;
 - 7.5 To consider and approve the re-election of Ms. Yu Xiao Yang as a non-executive Director;
 - 7.6 To consider and approve the re-election of Mr. Zhou Zhong Hui as an independent non-executive Director;
 - 7.7 To consider and approve the re-election of Mr. Lam Yiu Kin as an independent non-executive Director;
 - 7.8 To consider and approve the re-election of Mr. Xu Qing as an independent non-executive Director; and
 - 7.9 To consider and approve the election of Mr. Yang Chun Bao as an independent non-executive Director.
8. To consider and approve the re-election and election of the following candidates as the Supervisors of the sixth session of the Supervisory Committee:
- 8.1 To consider and approve the re-election of Mr. Zhou Xi as a Supervisor;
 - 8.2 To consider and approve the re-election of Mr. Liu Xiao Long as a Supervisor; and
 - 8.3 To consider and approve the election of Mr. Huang Jian as a Supervisor.

AS SPECIAL RESOLUTIONS:

- 9. 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 from the date of the Shareholders’ approvals at the AGM and the Class Meetings.
- 10. 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

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the Shareholders at the AGM and the Class Meetings, shall be a period of 12 months from the date of the Shareholders' approvals at the AGM and the Class Meetings.

11. 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 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 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 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;

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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 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, authorize 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 paragraph (1) of this resolution.”

By order of the Board

Wang Hai Bo

Chairman

Shanghai, the People’s Republic of China
29 March 2017

Notes:

1. The register of members of the Company will be closed from Wednesday, 10 May 2017 to Friday, 9 June 2017 (both days inclusive). During this period, no transfer of Shares will be registered. Any holder of the H Shares and Domestic Shares, whose name appears on the Company’s register of members at the close of business hours on Tuesday, 9 May 2017 and has completed the registration procedures, is entitled to attend and vote at the AGM.

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The address of the Company's H Share registrar, Computershare Hong Kong Investor Services Limited is as follows:

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

2. The Board has recommended a final dividend of RMB0.05 per share (tax inclusive) for the year ended 31 December 2016, totaling approximately RMB46,150,000. If the profit distribution plan is approved by the Shareholders by way of an ordinary resolution at the AGM to be held on Friday, 9 June 2017, the final dividend is expected to be distributed on Monday, 21 August 2017 to all Shareholders whose names appear on the register of the Company on Thursday, 22 June 2017.

To determine the identity of the Shareholders entitled to receive the final dividend (subject to approval by the Shareholders at the AGM), the register of holders of H Shares of the Company will be closed from Saturday, 17 June 2017 to Thursday, 22 June 2017 (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 Hong Kong share registrar, 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, 16 June 2017.

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 Thursday, 22 June 2017, 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 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.
4. 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

NOTICE OF AGM

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, and a notarially certified copy of such power of attorney, 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), or to the office of the Company Secretary at No. 308, Cailun Road, Zhangjiang Hi-Tech Park, Pudong New Area, Shanghai, the PRC (for the holders of Domestic Shares) not later 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, 19 May 2017.

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 3583
Fax: 86-21-5855 3893

For holders of H Shares:

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

8. All times and dates specified herein refer to local times and dates of Shanghai, the PRC.

NOTICE OF CLASS MEETING OF HOLDERS OF H SHARES



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, 9 June 2017 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 29 March 2017):

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 from the date of the Shareholders’ approvals at the AGM and the Class Meetings.
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 from the date of the Shareholders’ approvals at the AGM and the Class Meetings.

By order of the Board
Wang Hai Bo
Chairman

Shanghai, the People’s Republic of China
29 March 2017

Notes:

1. The register of the holders of H Shares of the Company will be closed from Wednesday, 10 May 2017 to Friday, 9 June 2017 (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 Tuesday 9 May 2017 and has completed the registration procedures, is entitled to attend and vote at the Class Meeting of Holders of H Shares.

* For identification purpose only

NOTICE OF 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, 19 May 2017.
7. All times and dates specified herein refer to local times and dates of Shanghai, the PRC.

NOTICE OF CLASS MEETING OF HOLDERS OF DOMESTIC SHARES



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 DOMESTIC SHARES

NOTICE IS HEREBY GIVEN THAT a class meeting of the holders of Domestic Shares (the “Class Meeting of Holders of Domestic 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 11:30 a.m. on Friday, 9 June 2017 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 29 March 2017):

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 from the date of the Shareholders’ approvals at the AGM and the Class Meetings.
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 from the date of the Shareholders’ approvals at the AGM and the Class Meetings.

By order of the Board
Wang Hai Bo
Chairman

Shanghai, the People’s Republic of China
29 March 2017

Notes:

1. The register of the holders of Domestic Shares of the Company will be closed from Wednesday, 10 May 2017 to Friday, 9 June 2017 (both days inclusive), during which period no transfer of the Domestic Shares will be registered. Any holder of Domestic Shares whose name appears on the Company’s register of holders of Domestic Shares at the close of business hours on Tuesday, 9 May 2017 and has completed the registration procedures, is entitled to attend the Class Meeting of Holders of Domestic Shares.

* For identification purpose only

NOTICE OF CLASS MEETING OF HOLDERS OF DOMESTIC SHARES

2. Any holder of Domestic 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 delivered to the office of the Company Secretary not later than 24 hours before the time fixed for holding the meeting or any adjourned meeting as the case may be.
5. Details of the office of the Company Secretary are as follows:

No.308, Cailun Road
Zhangjiang Hi-Tech Park
Pudong New Area
Shanghai, the PRC
Post Code:201210
Tel:86-21-5855 3583
Fax:86-21-5855 3893
6. The resolutions as set out above are required to be determined by way of poll under the Listing Rules.
7. Any holder of Domestic Shares entitled to attend the class meeting of the holders of Domestic Shares is requested to complete and deliver the reply slip for attendance to the office of the Company Secretary (see note (5) above for its address), on or before Friday, 19 May 2017.
8. All times and dates specified herein refer to local times and dates of Shanghai, the PRC.