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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 limited company incorporated in the People's Republic of China)*

**(Stock code: 8231)**

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting ("EGM") 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, China on Friday, 29 October 2010 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions:

#### **AS AN ORDINARY RESOLUTION:**

##### **"THAT**

- (i) the entering into of Sales and Distribution Agreement dated 10 August 2010, a copy of which has been produced to the EGM for the purpose of identification, between the Company and Shanghai Pharmaceutical Distribution, a newly-established and wholly-owned subsidiary of Shanghai Pharmaceutical (which is a promoter and substantial shareholder of the Company), whereby the Company has agreed to authorize Shanghai Pharmaceutical Distribution to sell and distribute the pharmaceutical products of the Company within the Shanghai area during the period from 10 August 2010 to 31 December 2012; and (ii) that the annual caps for the three financial years ending 31 December 2012 and the transactions contemplated thereto be and are hereby approved and THAT any one of the Directors of the Company be and is hereby authorized to do, approve and transact all such acts and things as the Director may in his/her discretion consider necessary or desirable in connection therewith."

**AS A SPECIAL RESOLUTION:**

**"THAT**

the proposed amendments to the Articles of Association (details of which are set out in the Appendix I to the circular to be dispatched to the Shareholders of the Company on or before 10 September 2010) be approved and confirmed, and THAT any one of the Directors of the Company be and are hereby authorized to modify the wordings of such amendments as appropriate (such amendments will not be required to be approved by the Shareholders of the Company) and execute all such documents and/or do all such acts as the Director may, in his/her absolute discretion, deem necessary or expedient and in the interest of the Company to deal with related issues arising from the amendments to the Articles of Association of the Company."

By order of the Board  
**Wang Hai Bo**  
*Chairman*

Shanghai, the PRC

10 September 2010

*\* For identification purpose only*

**Notes:**

1. The register of holders of H Shares of the Company will be closed from Tuesday, 28 September 2010 to Friday, 29 October 2010 (both days inclusive). During this period, no transfer of H shares will be registered. Any holder of the H Shares of the Company and whose name appearing in the Company's register of holders of H Shares with Computershare Hong Kong Investor Services Limited at the close of business hours on Monday, 27 September 2010 and have completed the registration process, will be entitled to attend the EGM.

Address of Computershare Hong Kong Investor Services Limited is as follows:

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

2. Any shareholder of the Company entitled to attend and vote at the meeting convened by the above notice is entitled to appoint a proxy to attend and to vote in his/her stead. A proxy needs not be a shareholder of the Company.

3. Where there are joint holders of any share in the issued share capital of the Company ("Share"), any one of such persons may vote at the meeting, either personally or by proxy, in respect of such Share as if he/she/it were solely entitled thereto; but if more than one of such joint holders be present at the meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of such joint holding.
4. In order to be valid, the proxy form duly completed and signed in accordance with the instructions printed thereon, together with the power of attorney or other authority (if any) under which it is signed, and a notarially certified copy of such power of attorney, must be deposited with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 24 hours before the time appointed 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 Rules Governing the Listing of the Securities on the Growth Enterprise Market of the Stock Exchange of Hong Kong Limited.
6. Any shareholder of the Company entitled to attend the EGM are requested to complete and deliver the reply slip for attendance to the Secretary to the Board of the Company on or before Saturday, 9 October 2010.

Details of the Office of the Secretary to the Board of the Company are as follows:

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

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited 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, (i) the information contained in this announcement is accurate and complete in all material respects and not misleading; (ii) there are no other matters the omission of which would make any statement in this announcement misleading; and (iii)*

*all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.*

*This announcement will remain on the GEM website on the “Latest Company Announcements” page for at least 7 days from the date of its posting.*