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

If you have sold or otherwise 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 to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale 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: 8231)

**(1) RESIGNATION OF DIRECTOR; AND
(2) PROPOSED APPOINTMENT OF DIRECTOR**

A letter from the Board is set out on pages 2 to 5 of this circular.

A notice convening the extraordinary general meeting (the “EGM”) to be held at No. 308, Cailun Road, Zhangjiang Hi-Tech Park, Pudong New Area, Shanghai, the PRC at 10:00 a.m. on Wednesday, 9 October 2013 is set out on pages 6 to 7 of this circular.

Shareholders who intend to attend the EGM shall complete and return the reply slip in accordance with the instructions printed thereon on or before Wednesday, 18 September 2013. Shareholders who intend to appoint a proxy to attend the EGM shall complete and return the enclosed proxy form in accordance with the instructions printed thereon to the H Share registrar of the Company, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong (for the holders of H Shares), or to the office of the secretary to the Board of the Company at No. 308, Cailun Road, Zhangjiang Hi-Tech Park, Pudong New Area, Shanghai, 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 EGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so desire.

* For identification purpose only.

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

CONTENTS

| Heading | <i>Page</i> |
|--|-------------|
| DEFINITIONS | 1 |
| LETTER FROM THE BOARD | 2 |
| NOTICE OF EXTRAORDINARY GENERAL MEETING | 6 |

DEFINITIONS

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

| | |
|---------------------------|---|
| “Board” | the board of Directors |
| “Company” | 上海復旦張江生物醫藥股份有限公司 Shanghai Fudan-Zhangjiang Bio-Pharmaceutical Co., Ltd.*, a joint stock limited company incorporated in the PRC, whose H shares are listed on the GEM |
| “Directors” | the directors of the Company |
| “Domestic Share(s)” | ordinary domestic share(s) of nominal value of RMB0.10 each in the registered capital of the Company which are subscribed for in RMB |
| “EGM” | the extraordinary general meeting of the Company to be convened and held at No. 308, Cailun Road, Zhangjiang Hi-Tech Park, Pudong New Area, Shanghai, the PRC at 10:00 a.m. on Wednesday, 9 October 2013 for the purpose of approving the proposed change of Director |
| “GEM” | the Growth Enterprise Market of the Stock Exchange |
| “GEM Listing Rules” | the Rules Governing the Listing of Securities on the GEM |
| “H Shares” | the overseas listed foreign invested shares of nominal value of RMB0.10 each in the share capital of the Company, which are listed on the GEM and subscribed for and traded in HK\$ |
| “PRC” | the People’s Republic of China |
| “Shareholders” | the shareholders of the Company |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “substantial shareholder” | has the same meaning ascribed to it under Rule 1.01 of the GEM Listing Rules |

* For identification purposes 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: 8231)

Executive Director:

Mr. Wang Hai Bo

Mr. Su Yong

Mr. Zhao Da Jun

Non-executive Director:

Ms. Fang Jing

Ms. Ke Ying

Mr. Shen Bo

Ms. Yu Xiao Yang

Independent non-executive Director:

Mr. Pan Fei

Mr. Cheng Lin

Mr. Weng De Zhang

Mr. Zhou Zhong Hui

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

No. 308, Cailun Road,

Zhangjiang Hi-Tech Park

China Pudong New Area, Shanghai, China

201210

Principal place of business in Hong Kong:

15/F, The Bank of East Asia Building

10 Des Voeux Road Central

Hong Kong

23 August 2013

To the Shareholders,

Dear Sir/Madam

(1) RESIGNATION OF DIRECTOR; AND (2) PROPOSED APPOINTMENT OF DIRECTOR

I. INTRODUCTION

Reference is made to the announcement of the Company dated 16 August 2013 relating to: (i) the resignation of Director, and (ii) the proposed appointment of Director.

The purpose of this circular is to provide you with, among other things, further information as is necessary to enable you to make an informed decision on whether to vote for or against the resolution to be proposed at the EGM.

* For identification purpose only.

LETTER FROM THE BOARD

II. PROPOSED CHANGE OF DIRECTOR

1. Resignation of Director

The Board announced on 16 August 2013 that Mr. Weng De Zhang (“**Mr. Weng**”) has tendered resignation as independent non-executive Director of the fourth session of the Board due to his personal commitments. Such resignation has been accepted by the Board upon discussions and will become effective after the conclusion of the EGM.

Mr. Weng has confirmed that he does not have any disagreement with the Company and there is no matter relating to his resignation that needs to be brought to the attention of the Shareholders or the Stock Exchange.

The Board hereby extends its appreciation for the contributions of Mr. Weng to the Company during his tenure of office.

2. Proposed appointment of Director

The Board also announced that it proposes to appoint Mr. Lam Yiu Kin (“**Mr. Lam**”) as independent non-executive Director of the fourth session of the Board.

According to the articles of association of the Company, the proposed appointment of Director is subject to approval by the Shareholders at the EGM. The proposal will be put forward to the EGM for the Shareholders’ consideration and approval by way of ordinary resolution.

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

Mr. Lam Yiu Kin, 58, graduated from Hong Kong Polytechnic University. He is a fellow member of the Association of Chartered Certified Accountants (ACCA), the Institute of Chartered Accountants in England & Wales (ICAEW), the Institute of Chartered Accountants in Australia (ICAA), and Hong Kong Institute of Certified Public Accountants (HKICPA). He is presently an Adjunct Professor in the School of Accounting and Finance, the Hong Kong Polytechnic University, and a committee member of the Hong Kong Management Association. He used to be a member of the Listing Committee of the Stock Exchange, a committee member of HKICPA, and a partner with PricewaterhouseCoopers Hong Kong. Mr. Lam has extensive experiences in accounting, auditing and business consulting.

Mr. Lam has no 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).

Mr. Lam held no other positions in the Company or any of its subsidiaries, or any directorship in other listed public companies in the last three years, or has any relationship with any Directors, senior management and substantial shareholders of the Company. There is no information relating to Mr. Lam that is required to be disclosed

LETTER FROM THE BOARD

pursuant to Rule 17.50(2) (h) to (v) of the GEM Listing Rules. Save as disclosed above, there is no other matter in relation to the appointment of Mr. Lam that needs to be brought to the attention of the Shareholders.

Upon the appointment of Mr. Lam being approved by the Shareholders, he will enter into a service contract with the Company. The term of office of Mr. Lam will be from the date of his being elected at the EGM until the date of the annual general meeting to be held around June 2014 (except for re-election). His remuneration as independent non-executive Director will be determined based on the Company's remuneration policy for Directors and subject to the approval by Shareholders at a general meeting of the Company.

III. EGM

The EGM will be convened for the Shareholders to consider, and if thought fit, pass the resolution relating to the proposed change of Director.

A notice convening the EGM to be held at No. 308, Cailun Road, Zhangjiang Hi-Tech Park, Pudong New Area, Shanghai, the PRC at 10:00 a.m. on Wednesday, 9 October 2013 is set out on pages 6 to 7 of this circular.

Reply slip and proxy form to be used at the EGM are also enclosed with this circular. If you are eligible and intend to attend the EGM, please complete and return the enclosed reply slip in accordance with the instructions printed thereon on or before Wednesday, 18 September 2013. Shareholders who intend to appoint a proxy to attend the EGM shall complete and return the accompanying proxy form in accordance with the instructions printed thereon to the H Share registrar of the Company, at Shops 1712-1716 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong (for the holders of H shares), or to the office of the secretary to the Board of the Company at No. 308, Cailun Road Zhangjiang Hi-Tech Park, Pudong New Area, Shanghai, 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 EGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so desire.

In order to determine the list of Shareholders who are entitled to attend the EGM, the Company's registers of members will be closed from Monday, 9 September 2013 to Wednesday, 9 October 2013, both days inclusive, during which period no transfer of Shares will be effected. Holders of H Shares and Domestic Shares whose names appear on the Company's registers of members on Friday, 6 September 2013 are entitled to attend the EGM. In order to qualify for attending and vote at the EGM, holders of H Shares whose transfers have not been registered shall deposit the transfer documents together with the relevant share certificates at the H Share registrar of the Company, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Friday, 6 September 2013.

LETTER FROM THE BOARD

IV. VOTING BY WAY OF POLL

In accordance with the GEM Listing Rules, any vote of shareholders at a general meeting must be taken by poll. As such, the resolution set out in the notice convening the EGM will be voted by poll.

V. RECOMMENDATIONS

The Directors, including independent non-executive Directors, are of the view that the resolution set out in the notice of the EGM is 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 resolution to be proposed at the EGM.

VI. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM 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.

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

NOTICE OF EGM



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: 8231)

NOTICE OF EGM

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “EGM”) of Shanghai Fudan-Zhangjiang Bio-Pharmaceutical Co., Ltd.* (上海復旦張江生物醫藥股份有限公司) (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 Wednesday, 9 October 2013 for the purpose of considering and, if thought fit, passing the following resolution (unless otherwise indicated, capitalized terms used in this notice and the following resolution shall have the same meanings as those defined in the circular of the Company dated 23 August 2013):

ORDINARY RESOLUTION:

1. To consider and approve the appointment of Mr. Lam Yiu Kin as an independent non-executive Director.

By order of the Board

Shanghai Fudan-Zhangjiang Bio-Pharmaceutical Co., Ltd.*

Wang Hai Bo

Chairman

Shanghai, the PRC

23 August 2013

Notes:

1. In order to determine the list of Shareholders who are entitled to attend the EGM, the Company's registers of members will be closed from Monday, 9 September 2013 to Wednesday, 9 October 2013, both days inclusive, during which period no transfer of Shares will be effected. Holders of H Shares and Domestic Shares whose names appear on the Company's registers of members on Friday, 6 September 2013 are entitled to attend the EGM. In order to qualify for attending and vote at the EGM, holders of H Shares whose transfers have not been registered shall deposit the transfer documents together with the relevant share certificates at the H Share registrar of the Company not later than 4:30 p.m. on Friday, 6 September 2013.

* For identification purpose only.

NOTICE OF EGM

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. Any Shareholder of the Company entitled to attend and vote at the meeting convened by the above notice is entitled to appoint a proxy to attend and to vote in his/her stead. A proxy need not be a Shareholder of the Company.
3. Where there are joint holders of any Share in the issued share capital of the Company, any one of such persons may vote at the meeting, either in person 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 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 holders of H Shares), or with the office of the secretary to the Board of the Company, at No. 308, Cailun Road, Zhangjiang Hi-Tech Park, Pudong New Area, Shanghai, the PRC (for 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.
5. The resolution as set out above is required to be determined by way of poll under the GEM Listing Rules.
6. Any Shareholder of the Company entitled to attend the EGM is requested to complete and deliver the reply slip for attendance on or before Wednesday, 18 September 2013.

For holders of Domestic Shares

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

For holders of H Shares

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