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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)

ANNOUNCEMENT

- (1) RESIGNATIONS OF DIRECTOR AND SUPERVISORS
AND
(2) PROPOSED APPOINTMENTS OF DIRECTOR AND SUPERVISOR**

RESIGNATIONS OF DIRECTOR AND SUPERVISORS

The board of directors (the “**Directors**” and the “**Board**”) of Shanghai Fudan-Zhangjiang Bio-Pharmaceutical Co., Ltd.* (the “**Company**”) announces on 24 March 2015 that (i) Mr. Chen Kai Xian (“**Mr. Chen**”) has tendered resignation as an independent non-executive Director of the fifth session of the Board due to personal reason; (ii) Mr. Zhao Wen Bin (“**Mr. Zhao**”) has tendered resignation as a supervisor (the “**Supervisor**”) of the fifth session of the supervisory committee of the Company (the “**Supervisory Committee**”) due to work reallocation arranged by his employer; and (iii) Mr. Xu Qing (“**Mr. Xu**”) has tendered resignation as a Supervisor because he has been nominated as an independent non-executive Director of the fifth session of the Board. Such resignations have been accepted by the Board upon discussions and will become effective after the conclusion of the forthcoming 2014 annual general meeting (the “**2014 AGM**”) of the Company.

Each of Mr. Chen, Mr. Zhao and Mr. Xu has confirmed that he does not have any disagreement with the Company and there is no matter relating to his resignation that needs to be brought to the attention of the shareholders of the Company or The Stock Exchange of Hong Kong Limited.

The Board hereby extends its appreciation for the contributions of Mr. Chen, Mr. Zhao and Mr. Xu to the Company during their respective tenure of office.

PROPOSED APPOINTMENTS OF DIRECTOR AND SUPERVISOR

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

According to the articles of association of the Company, the proposed appointments of Director and Supervisor are subject to approval by the shareholders of the Company at the 2014 AGM. The relevant proposals (as set out in the circular of the Company and the notice of the 2014 AGM which will be despatched in the near future) will be put forward to the 2014 AGM for the shareholders’ consideration and approval by way of ordinary resolutions.

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

Mr. Xu Qing, aged 50, 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 graduated from The Second Military Medical University with a Ph.D. degree. He did his postdoctoral research in the H.Lee. Moffitt Cancer Center of University of South Florida as a visiting scholar.

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

Upon the proposed appointments of Director or Supervisor being approved by the shareholders of the Company, each of them will enter into a service contract with the Company. Their terms of office as Director or Supervisor will be from the date of being elected at the 2014 AGM, until the conclusion of the annual general meeting of the Company in or around June 2017 (except for re-election). The remuneration as Director and Supervisor will be determined based on the Company’s remuneration policy for Directors and Supervisors and subject to the approval at the general meeting.

As at the date of this announcement, saved as disclosed above, neither of the Director and Supervisor to be elected (i) holds any directorships in public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; (ii) holds any position with the Company or its subsidiaries; (iii) has any interest, deemed interest or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance; 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 Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited in relation to the aforementioned Director and Supervisor and there is no other matter that needs to be brought to the attention of the shareholders of the Company.

A circular containing, among other things, further details of the proposed appointments of Director and Supervisor together with the notice convening the 2014 AGM will be despatched to the shareholders of the Company as soon as practicable.

By order of the Board

Wang Hai Bo

Chairman

As at the date of this announcement, the Board comprises:

Mr. Wang Hai Bo (Executive Director)

Mr. Su Yong (Executive Director)

Mr. Zhao Da Jun (Executive Director)

Ms. Ke Ying (Non-executive Director)

Mr. Shen Bo (Non-executive Director)

Ms. Yu Xiao Yang (Non-executive Director)

Mr. Zhou Zhong Hui (Independent Non-executive Director)

Mr. Lam Yiu Kin (Independent Non-executive Director)

Mr. Chen Kai Xian (Independent Non-executive Director)

Shanghai, the PRC

24 March 2015

** For identification purpose only.*