



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 THE ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the Annual General Meeting 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”, and together with its subsidiaries, the “Group”) will be held at 2nd Floor, No. 308 Cailun Road, Zhangjiang Hi-teck Park, Pudong, Shanghai, the PRC on Friday 24 June 2005 at 10:00 a.m. for the following purposes:

As ordinary resolutions:

1. To consider and approve the report of the Directors for the year ended 31 December 2004.
2. To consider and approve the report of the Supervisory Committee for the year ended 31 December 2004.
3. To consider and approve the audited accounts and the report of the auditor for the year ended 31 December 2004.
4. To consider and approve the profit distribution plan for the year ended 31 December 2004, and the final dividend distribution plan for the year ended 31 December 2004 (if any), and to authorize the board for the distribution of the final dividends (if any) to the Company's shareholders.
5. To consider and approve the re-appointment of PricewaterhouseCoopers and PricewaterhouseCoopers Zhong Tian CPAs Co., Ltd. as the International and the PRC auditors of the Group, respectively, for the year ending 31 December 2005 and to authorize the Board to fix their remunerations.
6. To consider and approve the following appointments of Directors and Supervisors:
  - (1) Upon the expiry appointment of the following Directors and Supervisors at the conclusion of the forthcoming annual general meeting, to consider and approve the appointment of each of the following Directors and Supervisors who have offered themselves for re-appointment;
  - (2) To consider and approve the appointment of the following four candidates nominated by the Board, namely, Mr. Guo Jun Yu as non-executive Director, and Mr. Guo Yi Cheng, Mr. Yang Xiao Hua and Ms. Zhang Man Juan, as Supervisors,

whose brief biographies are set out in Appendix I of this notice, to fill the vacancies left by Mr. Yu Qing Hua, non-executive Director, and Mr. Han Ben Yi, Ms. Dai Yan Ling and Mr. Zhuang Xian Han, Supervisors, who have not offered themselves for re-appointment upon expiry of the respective terms of their appointments at the conclusion of the forthcoming annual general meeting; and

- (3) To consider and approve the appointment of Mr. Zhou Jie, whose biographical details are in Appendix 1 of this notice, as an additional non-executive Director:

**Executive Directors**

Wang Hai Bo	To be re-appointed upon expiry of appointment
Su Yong	To be re-appointed upon expiry of appointment
Zhao Da Jun	To be re-appointed upon expiry of appointment

**Non-executive Directors**

Yu Qing Hua	Not offered himself for re-appointment
Lou Yi	To be re-appointed upon expiry of appointment
Fang Jing	To be re-appointed upon expiry of appointment
Jiang Guo Xing	To be re-appointed upon expiry of appointment
Zhou Jie	To be appointed
Guo Jun Yu	To be appointed

**Independent Non-executive Directors**

Pan Fei	To be re-appointed upon expiry of appointment
Cheng Lin	To be re-appointed upon expiry of appointment
Weng De Zhang	To be re-appointed upon expiry of appointment

**Supervisors**

Han Ben Yi	Not offered himself for re-appointment
Dai Yan Ling	Not offered himself for re-appointment
Wei Dong Zhi	To be re-appointed upon expiry of appointment
Ji Nuo	To be re-appointed upon expiry of appointment
Zhuang Xian Han	Not offered himself for re-appointment
Guo Yi Cheng	To be appointed
Yang Xiao Hua	To be appointed
Zhang Man Juan	To be appointed

The terms of office for each of the Directors and Supervisors, provided that his/her appointments or re-appointment is approved, will be three years from the conclusion of the forthcoming Annual General Meeting, until the conclusion of the 2007 Annual General Meeting in or about June 2008.

7. To consider and approve the remuneration policies for the Directors and Supervisors of the Company for the year ended 31 December 2005 and to authorize the board of Directors to implement such remuneration policies.

As special resolutions:

8. To consider and, if appropriate, pass the proposal to amend the Articles of Association of the Company by way of a special resolution by amending the number of directors of the board of directors of the Company in article 97 from 10 to 11 and to authorize the Board of Directors of the Company to deal with all necessary matters concerning the amendment;
9. To consider and, if thought fit, approve the following by way of a special resolution

**THAT:**

- (1) there be granted to the Board of Directors of the Company 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 of Directors of the Company 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 aggregate nominal amount of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Board of Directors of the Company 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 aggregate nominal amount of Domestic Shares of the Company in issue; and / or
    - (ii) 20 per cent of the aggregate nominal amount of H Shares of the Company in issue,in each case as at the date of this Resolution; and
  - (c) the Board of Directors 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 Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (as the same may be 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;

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;

“Relevant Period” means the period from the date of passing this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company following the passing of this Resolution; or
  - (b) the expiry date of the 12-month period following the passing of this Resolution; or
  - (c) the passing of a special resolution of the Company in general meeting revoking or varying the authority set out in this Resolution.
- (2) Provided that the Board of Directors resolves to issue shares pursuant to paragraph (1) of this Resolution, authorized the Board of Directors:
- (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 and place for 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;
  - (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 the resolution under paragraph (1) of this resolution.

As an ordinary resolution:

10. To consider and approve any written resolution (if any) raised by shareholders having voting rights of 5% or more at the meeting.

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

As at the date on the publication of this report, the Board comprises:

Mr. Wang Hai Bo (*Executive Director*)  
Mr. Su Yong (*Executive Director*)  
Mr. Zhao Da Jun (*Executive Director*)  
Mr. Yu Qing Hua (*Non-executive Director*)

Mr. Lou Yi (*Non-executive Director*)  
Ms. Fang Jing (*Non-executive Director*)  
Mr. Jiang Guo Xing (*Non-executive Director*)  
Mr. Pan Fei (*Independent Non-executive Director*)  
Mr. Cheng Lin (*Independent Non-executive Director*)  
Mr. Weng De Zhang (*Independent Non-executive Director*)

Shanghai, the PRC, 29 March 2005

*Notes:*

- (A) The register of holders of H Shares of the Company will be closed from Tuesday 24 May 2005 to Friday 24 June 2005 (both days inclusive) during which 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 23 May 2005 and have completed the registration process, will be entitled to attend the Annual General Meeting.

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

46th Floor  
Hopewell Centre  
183 Queen's Road East  
Hong Kong

- (B) Holders of H Shares, who intend to attend the Annual General Meeting, must complete and return the reply slip to the Secretary to the Board of the Company not later than 20 days before the date of the Annual General Meeting, that is, before Saturday, 4 June 2005.

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 District  
Shanghai  
The PRC  
Post Code: 201203  
Tel: 86-21-58553628  
Fax: 86-21-58553893

- (C) Holder of H Shares entitled to attend the Annual General Meeting and having voting rights is entitled to appoint in writing one or more persons as his proxy to attend and vote instead of him. A proxy need not be a member of the Company. For shareholders appointing more than one proxy, their proxies may exercise the voting rights by polling only. Shareholders who intend to appoint one or more proxies should first read the 2004 Annual Report of the Company.
- (D) The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorized in writing. If that instrument is signed by an attorney of the appointor, the power of attorney authorizing such attorney or other authorization documents must be notarized.
- (E) To be valid, holders of H Shares must lodge the proxy form and if the proxy form is signed by a person under a power of attorney or other authority on behalf of the appointer, a notarially certified copy of that

power of attorney or other authority, must be delivered to the Company's H Share Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, the address of which is listed in Note (A) above, not less than 24 hours before the time of holding of the Annual General Meeting, in order for such documents to be valid.

- (F) Each holders of Domestic Shares is entitled to appoint in writing one or more persons as their proxies to attend and vote on its behalf at the Annual General Meeting. A proxy need not be a member of the Company. Notes (C) and (D) are also applicable to holders of Domestic Shares. In order to be valid, their proxy forms and authorization documents which must be returned to the Secretary to the Board of the Company not less than 24 hours before the time of holding of the Annual General Meeting, the address of which is as indicated in Note (B) above, in order for such documents to be valid.
- (G) If an attorney is appointed to attend the Annual General Meeting, such attorney must present its identity document and power of attorney or authorization document signed by the appointor or its legal representative, specifying the issue date of the document. If a holder of legal person shares appoint a company representative to attend the Annual General Meeting, such representative must present his identity document and notarially certified copy of the resolution passed by the board or other authority or notarially certified copy of the license issued by the holder of the legal person shares.
- (H) The Annual General Meeting is anticipated to last for half a day. Shareholders attending in the meeting should be responsible for their own transportation and accommodation expenses.

## **Appendix I**

### **Profiles of the candidates to be appointed as non-executive Directors are as follows:**

Zhou Jie, aged 37, is the Executive Vice President of Shanghai Industrial Holdings Limited; Chief Planning Officer of SIIC Shanghai (Holding) Co., Ltd.; Vice Chairman of Board of both Shanghai Sunve Pharmaceutical Co., Ltd. and Hangzhou Huqingyutang Drugstore Co., Ltd.; Director of Shanghai Industrial United Holdings Co., Ltd., Chia Tai Qingchunbao Pharmaceutical Co., Ltd., Xia Men Traditional Chinese Medicine Co., Ltd., and Shanghai Sunve Biotech Co., Ltd; Chairman of the Supervisory Committee of Bright Dairy & FoodCo. He graduated from Shanghai Jiao Tong University where he obtained a Master's Degree in Management Engineering. Mr. Zhou was once the Chairman of the Board and General Manager of Shanghai Shang Shi Asset Operations Ltd, and Deputy Manager of the Department of Investment Banking in Shanghai Wan Guo Inc. (now Shenyin & Wanguo Inc.). He has more than ten-year experience in the area of investment banking and capital market operation.

Guo Jun Yu, aged 31, graduated from Shanghai Medical University with a bachelor's degree. He has a professional pharmacist qualification. He is currently the assistant to general manager and deputy manager of Medicine Distribution Business Unit of Shanghai Pharmaceutical Holdings Ltd, where he has been working for nearly 10 years. He's very experienced on sales and management of medical products.

### **Profiles of the candidates to be appointed as Supervisors are as follows:**

Guo Yi Cheng, aged 59, graduated from Economic Management College of China Central Party School. He holds a researcher's qualification of Shanghai Academy of Social Sciences.

He used to be deputy head of Economy Department of Shanghai Municipality Government Research Office, and deputy general manager of Shanghai Pharmaceutical Co., Ltd. He is currently the Director and Deputy General Manager of General Technology Group Pharmaceutical Holding Limited.

Yang Xiao Hua, aged 42, graduated from Shanghai Pedagogic University with a bachelor's degree. He is currently the assistant to general manager of Shanghai Dingjia Venture Capital Management Co., Ltd. He used to be the head of office of China Council for the Promotion of International Trade Pudong Branch, project manager in Shanghai Liuli Modern-Life Park Development Corp., and assistant to general manager of Shanghai Zhangjiang Venture Capital Co., Ltd.

Zhang Man Juan, aged 41, graduated from China Broadcast & Television University in finance and accounting. She used to be a deputy chief of the finance department of Shanghai Huaihai Medical Factory. She is currently an Assistant Manager of the Finance Department of the Company.

*This announcement will remain on the GEM website for at least 7 days from the date of its posting.*

*\* For identification purpose only*