



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)

PROXY FORM FOR 2011 ANNUAL GENERAL MEETING

Number of shares related to this proxy form ^(note 1)	
H Shares/Domestic Shares	

I/we^(note 2) _____ of _____

being the registered holder(s) of _____ ^(note 1) H Shares/Domestic Shares ^(note 3) of Shanghai Fudan-Zhangjiang Bio-Pharmaceutical Co., Ltd.* (the "Company") hereby appoint ^(note 4) _____ I.D. No. _____ of _____, or the chairman of the Meeting, as my(our) proxy to attend and vote for me(us) at the annual general meeting (the "Meeting" or "AGM") of the Company to be held at No.308 Cailun Road, Zhangjiang Hi-tech Park, Pudong New Area, Shanghai, the PRC at 10:00 a.m. on Friday, 29 June 2012 or at any adjournment thereof as hereunder indicated in respect of the resolutions set out in the notice of the AGM dated 14 May 2012, and if no such indication is given, as my/our proxy thinks fit.

Ordinary Resolutions	For ^(note5)	Against ^(note5)	Abstain ^(note5)
1. To consider and approve the report of the Board for the year 2011.			
2. To consider and approve the report of the Supervisory Committee for the year 2011.			
3. To consider and approve the audited financial statements and the auditors' report for the year 2011.			
4. To consider and approve the proposal in relation to non-distribution of final dividend of the Company for the year 2011.			
5. To consider and approve the appointment of auditors (domestic and overseas) and authorize the Board to fix their remunerations for the year 2012.			
6. To consider and approve the proposal in relation to remuneration of the Directors and Supervisors of the Company for the year 2012, and to authorize the Board to implement the proposal.			
7. To consider and approve the appointment of Mr. Shen Bo as a non-executive Director.			
8. To consider and approve the appointment of Mr. Chen Meng Zhao as a Supervisor.			
Special Resolutions	For ^(note5)	Against ^(note5)	Abstain ^(note5)
9. To consider and approve:			
9.1 "THAT the Board be and is hereby granted the specific mandate to allot and issue not more than 142,000,000 New H Shares, which can be exercised once or more during the Relevant Period subject to the conditions as set out in the Notice of 2011 Annual General Meeting."			
9.2 "THAT contingent on the Board resolving to issue Shares pursuant to the sub-paragraph 9.1 above, the Board be and is authorised to approve, execute and do or procure to be executed and done, all such documents, deeds, and things as it may consider necessary and appropriate in connection with the exercise of the specific mandate to issue New H Shares and other relevant matters, including without limitation, those as specified in the Notice of 2011 Annual General Meeting."			
10. To consider and approve:			
10.1 "THAT the adoption of the Restricted Share Scheme by the Company be and is hereby approved and the Board be and is hereby authorized to do all acts and things as they consider necessary or expedient or desirable in connection with the implementation of the Scheme."			
10.2 "THAT the issue of not more than 71,000,000 Domestic Shares as Restricted Shares under the Restricted Share Scheme be and is hereby approved."			
10.3 "THAT the Board be and is hereby authorized to conduct the Initial Grant of not more than 35,500,000 Restricted Shares within one (1) year commencing from the Adoption Date pursuant to the Restricted Share Scheme."			
10.4 "THAT the grants of Restricted Shares to three executive Directors under the Initial Grant, that is, 3,000,000 Restricted Shares to Mr. Wang Hai Bo, 2,000,000 Restricted Shares to Mr. Su Yong and 2,000,000 Restricted Shares to Mr. Zhao Da Jun be and are hereby approved."			

The above resolutions are set out in the Notice of 2011 Annual General Meeting contained in the circular in relation to the AGM of the Company dated 14 May 2012. You shall refer to the circular in relation to the AGM before appointing a proxy.

Signature(s): _____ ^(note 6) Date: _____ 2012

Notes:

1. Please insert the number of shares registered in your name(s) relating to this form of proxy. If no number is inserted, this form of proxy will be deemed to relate to all of the shares in the capital of the Company registered in your name(s).
2. Please insert full name(s) and address(es) in **BLOCK LETTERS**.
3. Please delete the inappropriate.
4. Please insert the name, I.D number and address of your proxy. If this is left blank, the chairman of the Annual General Meeting will act as your proxy. One or more proxies, who may not be member(s) of the Company, may be appointed to attend and vote in the meeting provided that such proxies must attend the meeting in person on your behalf. Any alteration made to this proxy form must be signed by the signatory.
5. **ATTENTION: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE INDICATE WITH A “✓” IN THE APPROPRIATE SPACE UNDER “FOR”. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE INDICATE WITH A “✓” IN THE APPROPRIATE SPACE UNDER “AGAINST”. IF YOU WISH TO ABSTAIN FROM VOTING ON ANY RESOLUTION, PLEASE INDICATE WITH A “✓” IN THE APPROPRIATE SPACE UNDER “ABSTAIN”, AND YOUR VOTES WILL BE COUNTED FOR THE PURPOSE OF CALCULATING THE RESULT OF THAT RESOLUTION.** Failure to indicate as to how to vote in respect of the resolutions on the proxy form returned will entitle your proxy to decide whether to vote and as to how to vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution legally and properly put to the AGM other than those referred to in the Notice of AGM.
6. This form of proxy must be signed underhand by you or your attorney duly authorized on your behalf. If the appointer is a corporation, this form must be signed under its common seal or under hand by any directors or agents duly appointed by such corporation. If this form is signed by an attorney of the appointer, the power of attorney authorizing that attorney to sign, or other document of authorization, must be notarially certified.
7. This form of proxy together with the power of attorney of other authorization document(s) which have been notarised, must be delivered to the following addresses, at least 24 hours before the time designated for the holding of the AGM.

For holders of domestic shares:

No. 308 Cailun Road, Zhangjiang Hi-tech Park
Pudong District, Shanghai, PRC (Postal Code: 201210)
Fax: (8621) 5855 3893

For holders of H shares:

Shops 1712-1716
17th Floor, Hopewell Centre
183 Queen's Road East, Hong Kong
Fax: (852) 2865 0990

* *For identification purpose only*