



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 2012 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 Thursday, 30 May 2013 or at any adjournment thereof as hereunder indicated in respect of the resolutions set out in the notice of the AGM dated 12 April 2013, and if no such indication is given, as my/our proxy thinks fit.

Ordinary Resolutions		For ^(note 5)	Against ^(note 5)	Abstain ^(note 5)
1.	To consider and approve the report of the Board for the year 2012.			
2.	To consider and approve the report of the Supervisory Committee for the year 2012.			
3.	To consider and approve the audited financial statements and the auditors' report for the year 2012.			
4.	To consider and approve the proposal in relation to non-distribution of final dividend of the Company for the year 2012.			
5.	To consider and approve the appointment of auditors (domestic and overseas) and authorize the Board to fix their remunerations for the year 2013.			
6.	To consider and approve the proposal in relation to remuneration of the Directors and Supervisors of the Company for the year 2013, and to authorize the Board to implement the proposal.			
7.	To consider and approve the entering into of the sales and distribution agreement (the "Sales and Distribution Agreement") with Shanghai Pharmaceuticals Distribution Co., Ltd. and the annual caps for the three financial years ending 31 December 2015 for the continuing connected transactions contemplated thereunder: "THAT (1) the entering into of the Sales and Distribution Agreement dated 19 March 2013 between the Company and Shanghai Pharmaceuticals Distribution Co., Ltd., a copy of which has been produced to the AGM for the purpose of identification, and the annual caps for the three financial years ending 31 December 2015 for the continuing connected transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and (2) 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."			
8.	To consider and approve the entering into of the strategic cooperation agreement for innovative pharmaceuticals research and development (the "Strategic Cooperation Agreement") with Shanghai Pharmaceuticals Holding Co., Ltd. and the annual caps for the three financial years ending 31 December 2016 for the continuing connected transactions contemplated thereunder: "THAT (1) the entering into of the Strategic Cooperation Agreement dated 19 March 2013 between the Company and Shanghai Pharmaceuticals Holding Co., Ltd., a copy of which has been produced to the AGM for the purpose of identification, and the annual caps for the three financial years ending 31 December 2016 for the continuing connected transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and (2) 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."			
9.	To consider and approve the appointment of Ms. Yu Xiao Yang as a non-executive Director.			
10.	To consider and approve the appointment of Mr. Zhou Zhong Hui as an independent non-executive Director.			
11.	To consider and approve the appointment of Mr. Zhao Wen Bin as a Supervisor.			
12.	To consider and approve the appointment of Mr. Li Ning Jian as a Supervisor.			

Special Resolutions		For <small>(note 5)</small>	Against <small>(note 5)</small>	Abstain <small>(note 5)</small>
13.	To consider and, if thought fit, pass the following resolution: “THAT: (1) the Board be and is hereby authorized to conduct the Second Grant of not more than 35,500,000 Restricted Shares within two (2) years commencing from the Adoption Date pursuant to the Restricted Share Scheme; (2) under the Second Grant, the grants of Restricted Shares to three executive Directors, a Supervisor, a director of a subsidiary of the Company and a supervisor of a subsidiary of the Company at the grant price of RMB0.51 per Restricted Share, that is, 3,000,000 Restricted Shares to Mr. Wang Hai Bo, 2,000,000 Restricted Shares to Mr. Su Yong, 2,000,000 Restricted Shares to Mr. Zhao Da Jun, 870,000 Restricted Shares to Ms. Zhang Manjuan, 800,000 Restricted Shares to Mr. Zhou Ming and 800,000 Restricted Shares to Ms. Lu Rong be and are hereby approved; and (3) 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 Restricted Share Scheme, including but not limited to, approve and sign the relevant capital increase agreements, contracts and other documents, amend the articles of association of the Company according to the result of the exercise of the Restricted Share Scheme, deal with the relevant approval, registration and filing procedures with the relevant domestic and overseas regulatory authorities and other matters in relation to the implementation of the Shareholders’ approvals.”			
14.	To consider and, if thought fit, pass the following resolution: “THAT: (1) conditional upon the conditions (as set out in the paragraph headed “Conditions for Transfer of Listing” in the Circular), the proposed transfer of listing (the “ Transfer of Listing ”) of the H Shares from the Growth Enterprise Market (the “ GEM ”) of The Stock Exchange of Hong Kong Limited (the “ Stock Exchange ”) to the main board (the “ Main Board ”) of the Stock Exchange, be and is hereby approved, confirmed and ratified in all aspects; (2) the Board be and is hereby authorized to do all such acts or things and to take all such steps and execute any documents (and where applicable, to affix the seal of the Company) as it considers necessary, desirable or expedient to effect and implement the Transfer of Listing, including but not limited to: (a) determining the timetable thereof; (b) making any applications and submissions to the Stock Exchange for the Transfer of Listing; (c) filing with China Securities Regulatory Commission in respect of the Transfer of Listing; (d) entering into any documents/agreements (including but not limited to any agreements for the engagement of the financial or legal advisers); (e) amend the articles of association of the Company upon the completion of the Transfer of Listings, deal with the relevant approval, registration and filing procedures with the relevant industry and commerce administration authorities and other matters in relation to the implementation of the Shareholders’ approvals; and (f) executing (with or without amendments) all other documents, submitting for approval or filing any such or related documents, taking all other steps and action as the Board in its opinion considers necessary, desirable or expedient to implement the Transfer of Listing and the transactions contemplated thereunder.”			

The above resolutions are set out in the Notice of 2012 Annual General Meeting contained in the circular in relation to the AGM of the Company dated 12 April 2013. You shall refer to the circular in relation to the AGM before appointing a proxy.

Signature(s): _____ (note 6)

Date: _____ 2013

Notes:

- 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).
- Please insert full name(s) and address(es) in **BLOCK LETTERS**.
- Please delete the inappropriate.
- 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.
- 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 the AGM dated 12 April 2013.
- This form of proxy must be signed under hand 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.
- 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