



# 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 EXTRAORDINARY GENERAL MEETING

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

I/we <sup>(note 2)</sup> \_\_\_\_\_ of \_\_\_\_\_

being the registered holder(s) of \_\_\_\_\_ <sup>(note 1)</sup> H Shares/Domestic Shares (note 3) of Shanghai Fudan-Zhangjiang

Bio-Pharmaceutical Co., Ltd.\* (the "Company") hereby appoint <sup>(note 4)</sup> \_\_\_\_\_

I.D. No. \_\_\_\_\_ of \_\_\_\_\_, or

the chairman of the Meeting, as my(our) proxy to attend and vote for me(us) at the extraordinary general meeting (the "Meeting" or "EGM") 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 Wednesday, 9 October 2013 or at any adjournment thereof as hereunder indicated in respect of the resolution set out in the notice of the EGM dated 23 August 2013, and if no such indication is given, as my/our proxy thinks fit.

Ordinary Resolution		For <sup>(note 5)</sup>	Against <sup>(note 5)</sup>	Abstain <sup>(note 5)</sup>
1.	To consider and approve the appointment of Mr. Lam Yiu Kin as an independent non-executive Director.			

The above resolution is set out in the Notice of Extraordinary General Meeting contained in the circular in relation to the EGM of the Company dated 23 August 2013. You shall refer to the circular in relation to the EGM before appointing a proxy.

Signature(s): \_\_\_\_\_ <sup>(note 6)</sup> 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 Extraordinary 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 resolution 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 EGM other than those referred to in the notice of the EGM dated 23 August 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 EGM.

#### 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