



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)

PROXY FORM FOR 2013 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, Zhanjiang Hi-tech Park, Pudong New Area, Shanghai, the PRC at 10:00 a.m. on Friday, 30 May 2014 or at any adjournment thereof as hereunder indicated in respect of the resolutions set out in the notice of the AGM dated 9 April 2014, 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 2013.			
2.	To consider and approve the report of the Supervisory Committee for the year 2013.			
3.	To consider and approve the audited financial statements and the auditors' report for the year 2013.			
4.	To consider and approve the proposal in relation to non-distribution of final dividend of the Company for the year 2013.			
5.	To consider and approve the election of auditors (domestic and overseas) and authorize the Board to fix their remunerations for the year 2014.			
6.	To consider and approve the re-election and election of the following candidates as the Directors of the fifth session of the Board:			
6.1	To consider and approve the re-election of Mr. Wang Hai Bo as an executive Director;			
6.2	To consider and approve the re-election of Mr. Su Yong as an executive Director;			
6.3	To consider and approve the re-election of Mr. Zhao Da Jun as an executive Director;			
6.4	To consider and approve the re-election of Ms. Ke Ying as a non-executive Director;			
6.5	To consider and approve the re-election of Mr. Shen Bo as a non-executive Director;			
6.6	To consider and approve the re-election of Ms. Yu Xiao Yang as a non-executive Director;			
6.7	To consider and approve the re-election of Mr. Zhou Zhong Hui as an independent non-executive Director;			
6.8	To consider and approve the re-election of Mr. Lam Yiu Kin as an independent non-executive Director; and			
6.9	To consider and approve the election of Mr. Chen Kai Xian as an independent non-executive Director.			
7	To consider and approve the re-election of the following candidates as the Supervisors of the fifth session of the Supervisory Committee:			
7.1	To consider and approve the re-election of Mr. Zhao Wen Bin as a Supervisor;			
7.2	To consider and approve the re-election of Mr. Li Ning Jian as a Supervisor;			
7.3	To consider and approve the re-election of Ms. Zhang Man Juan as a Supervisor;			
7.4	To consider and approve the re-election of Mr. Guo Yi Cheng as a Supervisor; and			
7.5	To consider and approve the re-election of Mr. Xu Qing as a Supervisor.			

8	To consider and approve the proposal in relation to remuneration of the Directors and Supervisors of the Company for the year 2014, and to authorize the Board to implement the proposal.			
Special Resolutions		For <i>(note 5)</i>	Against <i>(note 5)</i>	Abstain <i>(note 5)</i>
9	To consider and approve the amendments to the Articles of Association of the Company in respect of Articles 7, 97, 117 and 118 (details of which are set out in Appendix I to the circular of the Company dated 9 April 2014), and to authorize the Board to make all necessary applications, approvals, registrations and filings and other related matters (if any) in connection with the amendments to the Articles of Association including revisions to wordings as required by the competent authorities of the PRC.			
10	To consider and approve the granting of a general mandate to the Board to issue the shares of the Company (details of which are set out in Notice of the AGM to the circular of the Company dated 9 April 2014) and to authorize the Board: (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, place and method of 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; and (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."			

The above resolutions are set out in the Notice of Annual General Meeting contained in the circular in relation to the AGM of the Company dated 9 April 2014. You shall refer to the circular in relation to the AGM before appointing a proxy.

Signature(s): _____ *(note 6)* Date: _____ 2014

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 AGM dated 9 April 2014.
- 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 New Area, Shanghai, the 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