



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 2015 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, 13 May 2016 or at any adjournment thereof as hereunder indicated in respect of the resolutions set out in the notice of AGM dated 29 March 2016, and if no such indication is given, as my/our proxy thinks fit.

Unless otherwise indicated, capitalized terms used in this proxy form and the following resolutions shall have the same meanings as those defined in the announcements (the “**Announcements**”) of the Company dated 18 March 2016.

	Ordinary Resolutions	For ^(note 5)	Against ^(note 5)	Abstain ^(note 5)
1.	To consider and approve the report of the Board for the year 2015.			
2.	To consider and approve the report of the Supervisory Committee for the year 2015.			
3.	To consider and approve the audited financial statements and the auditors' report for the year 2015.			
4.	To consider and approve the proposed profit distribution plan for the year ended 31 December 2015 and the final dividend distribution plan for the year ended 31 December 2015, and to authorize the Board to distribute such final dividend to its Shareholders.			
5.	To consider and approve the election of auditors (domestic and overseas) and authorize the Board to fix their remunerations for the year 2016.			
6.	To consider and approve the proposal in relation to remuneration of the Directors and Supervisors for the year 2016, and to authorize the Board to implement the proposal.			
7.	To consider and approve the appointment of Mr. Liu Xiao Long as an independent Supervisor.			
8.	To consider and approve: “ THAT: (1) the entering into of the Supplemental Agreement dated 18 March 2016 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 revised annual cap for the year ending 31 December 2016 for the continuing connected transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and (2) 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 proposal in relation to the authorization to the Board to, in accordance with the applicable laws and regulations and the listing rules of the places where the Shares are listed, as well as in the best interest of the Company, purchase wealth management products and deal with all relevant matters thereof, which include but are not limited to determining the terms of wealth management contracts, executing the relevant contracts and legal documents and handling all the relevant formalities.			
10.	To consider and approve the adoption of the Regulations for Information Disclosure.			
11.	To consider and approve the adoption of the Administrative Rules of Connected/Related-party Transactions.			
12.	To consider and approve the adoption of the Administrative Rules of Use of Proceeds.			
13.	To consider and approve the adoption of the Regulations for Financing and External Guarantee.			

Ordinary Resolutions		For ^(note 5)	Against ^(note 5)	Abstain ^(note 5)
14.	To consider and approve the adoption of the Administrative Rules of Major Decisions on Investment and Operation.			
Special Resolutions		For ^(note 5)	Against ^(note 5)	Abstain ^(note 5)
15.	To consider and approve the adoption of the Rules of Procedures for General Meeting.			
16.	To consider and approve the adoption of the Rules of Procedures for Board Meeting.			
17.	To consider and approve the adoption of the Rules of Procedures for the Supervisory Committee.			
18.	To consider and approve the extension of the validity period of the resolution in respect of the proposed issue of not more than 27,000,000 A shares with a nominal value of RMB0.10 each (the “Issue of A Shares”), which will be listed on the Shanghai Stock Exchange. The valid period of the resolution on the Issue of A Shares is 12 months immediately following the expiration of the original validity period (i.e. 10 August 2016) of such resolution.			
19.	To consider and approve the extension of the authorization period to the Board to deal with matters relating to the Issue of A Shares. The term of the extended authorization, if the proposed extension to the authorization period is approved by the Shareholders at the AGM and the Class Meetings, shall be a period of 12 months immediately following the expiration of the original validity period (i.e. 10 August 2016) of such authorization.			

The above resolutions are set out in the Notice of AGM dated 29 March 2016. Details of resolutions No.4 and No.7 to No.19 will be set out in the circular of the Company to be despatched to the Shareholders in accordance with Listing Rules.

Signature(s): _____ (note 6) Date: _____ 2016

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 AGM 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 29 March 2016.
- 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