



**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 limited company incorporated in the People's Republic of China)*  
**(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 #
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I/we <sup>(Note 2)</sup>, \_\_\_\_\_ of \_\_\_\_\_  
 \_\_\_\_\_ being the registered holder(s)  
 of \_\_\_\_\_ H Shares/Domestic Shares <sup>#(Note 1)</sup> in 上海復旦張江生物醫藥股份有限公司  
 Shanghai Fudan-Zhangjiang Bio-Pharmaceutical Co., Ltd. \* (the "Company") now appoint <sup>(Note 3)</sup> \_\_\_\_\_  
 I.D. No. \_\_\_\_\_ of \_\_\_\_\_

\_\_\_\_\_ or if the proxy(ies) fail(s) to attend, appoint the Chairman of the meeting as my(our) proxy to attend and vote for me(us) on the following resolutions in accordance with the instruction(s) below and my(our) behalf at the Extraordinary General Meeting (the "EGM") to be held at No. 308 Cailun Road, Zhanjiang Hi-Tech Park, Pudong, Shanghai, the PRC on Friday, 29 October at 10:00 a.m. or at any adjournment thereof for the purpose of considering and, if thought fit, passing the ordinary and special resolutions as set out in the notice convening the meeting. In the absence of any indication, the proxy may vote for or against the resolutions at his own discretion. <sup>(Note 6)</sup>

	RESOLUTIONS	FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>
	<b>ORDINARY RESOLUTIONS</b>		
1.	To consider and approve the Sales and Distribution Agreement dated 10 August 2010 and that the annual caps and the transactions contemplated thereto and authorise any one of the Directors of the Company 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.		
	<b>SPECIAL RESOLUTIONS</b>		
2.	To consider and approve the proposed amendments to the Articles of Association and authorise any one of the Directors of the Company to modify the wordings of such amendments as appropriate (such amendments will not be required to be approved by the Shareholders of the Company) and execute all such documents and/or do all such acts as the Director may, in his/her absolute discretion, deem necessary or expedient and in the interest of the Company to deal with related issues arising from the amendments to the Articles of Association of the Company.		

Signature <sup>(Note 5)</sup> \_\_\_\_\_ Date: \_\_\_\_\_ 2010

**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 insert the name and address of your proxy. If this is left blank, the chairman of the EGM 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 proxy(ies) must attend the meeting in person on your behalf. However, if you appoint more than one proxy, you should state the number of shares each of them represents. Any alteration made to this proxy form must be signed by the signatory.
4. Important: If you wish to vote for any resolution above, tick in the box marked "For". If you wish to vote against any resolution above, tick in the box marked "Against".  
 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 EGM other than those referred to in the Notice of EGM.
5. This form of proxy must be signed underhand by you or your attorney duly authorized in that 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.
6. To be valid, this proxy form and the notarised power of attorney or other documents of authorisation (if any) must be delivered to either one of the following addresses, as the case may be, not less than 24 hours before the time appointed 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 purposes only  
 # Please delete as appropriate