



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 CLASS MEETING OF HOLDERS OF H SHARES

Number of H Shares related to this proxy form ^(note 1)	
---	--

I/we ^(note 2) _____ of

being the registered holder(s) of _____ ^(note 1)

H Shares of Shanghai Fudan-Zhangjiang Bio-Pharmaceutical Co., Ltd.* (the "Company") hereby appoint ^(note 3)
_____ I.D. No. _____ of

_____ ,
or the chairman of the meeting, as my(our) proxy to attend and vote for me(us) at the class meeting of the holders of H Shares (the "Class Meeting") of the Company to be held at No.308 Cailun Road, Zhangjiang Hi-tech Park, Pudong New Area, Shanghai, the PRC at 11:00 a.m. on Tuesday, 11 August 2015 or at any adjournment thereof as hereunder indicated in respect of the resolutions set out in the Notice of Class Meeting dated 24 June 2015, 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 circular of the Company dated 24 June 2015.

Special Resolutions		For ^(note 5)	Against ^(note 5)	Abstain ^(note 5)
1.	To consider and approve the proposed Issue of A Shares:			
1.1	Class of new Shares to be issued;			
1.2	Nominal value of new Shares to be issued;			
1.3	Number of A Shares to be issued;			
1.4	Target subscribers;			
1.5	Pricing methodology;			
1.6	Method of issuance;			
1.7	Proposed stock exchange for listing;			
1.8	Valid period of the resolution.			
2.	To consider and approve the proposal on authorization to the Board to deal with matters relating to the Issue of A Shares.			
3.	To consider and approve the proposal on use of proceeds from the Issue of A Shares.			
4.	To consider and approve the proposal on accumulated profit distribution plan before the Issue of A Shares.			
5.	To consider and approve the proposal on three-year dividend distribution plan after the Issue of A Shares.			
6.	To consider and approve the proposal on share price stabilization plan within three years after the Issue of A Shares.			
7.	To consider and approve the proposal on undertakings on the matters in connection with the Issue of A Shares and putting forward restraining measures.			
8.	To consider and approve the proposal on the Articles (Draft) to be applicable and effective after the Issue of A Shares.			
9.	To consider and approve the proposal on dilution of immediate return by the Issue of A Shares and recovery measures.			

The above resolutions are set out in the Notice of Class Meeting contained in the circular dated 24 June 2015. You shall refer to the circular before appointing a proxy.

Signature(s): _____ ^(note 5)

Date: _____ 2015

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, I.D. number and address of your proxy. If this is left blank, the chairman of the Class 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.
4. **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 Class Meeting other than those referred to in the Notice of Class Meeting dated 24 June 2015.
5. This form of proxy must be signed underhand 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.
6. 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 address, at least 24 hours before the time designated for the holding of the Class Meeting.

Shops 1712-1716
17th Floor, Hopewell Centre
183 Queen's Road East, Hong Kong
Fax: (852) 2865 0990

* *For identification purpose only*