



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 Annual General Meeting

Number of Shares related to this proxy form ^(note 1)	H Shares/Domestic Shares**
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I/we ^(note 2) _____ of _____ being the registered holder(s) of _____ H Shares/Domestic Shares** ^(note 1) of Shanghai Fudan-Zhangjiang Bio-Pharmaceutical Co., Ltd. (the "Company") now appoint ^(note 3) _____

I.D. No. _____ of _____ or failing him 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 Annual General Meeting to be held at No.308 Cailun Road, Zhanjiang Hi-tech Park, Pudong, Shanghai, the PRC on Friday 12 June 2009 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. ^(note 6)

Ordinary Resolutions	For ^(note 4)	Against ^(note 4)
1. To consider and approve the report of the Directors for the year 2008.		
2. To consider and approve the report of the Supervisory Committee for the year 2008.		
3. To consider and approve the audited financial statements and auditors' report for the year 2008.		
4. To consider and approve the profit distribution plan of the Company for the year 2008.		
5. To consider and approve the appointment of auditors (International and PRC) and authorize the Board to fix their remunerations for the year 2009.		
6. To consider and approve the remuneration policies for the Directors and Supervisors of the Company for the year 2009, and to authorize the Board to improve the policies.		
7. To consider and approve the resignation and appointment of the following Supervisors. (see overleaf for the details)		
7.1 the resignation of Mr. Yang Xiao Hua from being a Supervisor;		
7.2 the appointment of Ms. Bao Qi as a Supervisor.		
Special Resolutions		
8. To consider and approve the amendments of Articles of Association of the Company. (see overleaf for the details)		
9. To consider and approve the 20% general mandate. (see overleaf for the details)		

Date: _____ 2009 Signature(s): _____ ^(note 5)

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 insert the name 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". In the absence of any such indication, the proxy will vote or abstain at his discretion.
- 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. This form of proxy together with the power of attorney of other authorization document(s) which have been notarised, must be delivered to either one of the following addresses, at least 24 hours before the time designated for the holding of the Annual General Meeting.

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

Resolutions:

7. **To approve the resignation of Mr. Yang Xiao Hua from being a Supervisor. To consider and approve the appointment of Ms. Bao Qi as a Supervisor until the conclusion of the annual general meeting around June 2011.** Profile of the candidate to be appointed as Supervisor and details of the arrangements are as follows:

	Date of expiry	Date of appointment	Date of expiry
Yang Xiao Hua (resign from Supervisor)	Upon the conclusion of this annual general meeting		
Bao Qi (to be appointed as Supervisor)		Upon the conclusion of this annual general meeting	Upon the conclusion of the annual general meeting around June 2011

Profile of the candidate to be appointed as Supervisor is as follows:

Bao Qi, aged 33, graduated from Fudan University and obtained a Bachelor's degree in law. She used to work in several law firms, and has several year's experience in legal affairs. Now, she is the Chief Legal Officer of Shanghai Pudong Science and Technology Investment Co. Ltd.

8. **To consider and approve the following amendments of Articles of Association of the Company:**

The original of Art.14 of Articles of Association as follows:

"The scope of business of the Company shall be consistent with and subject to the scope of business approved by the company registration authority.

The scope of business of the Company includes research and development of Bio and Medical technology; production of intermediate (Non-finished Medicine), external diagnosis chemicals (immune category) and medical appliances; sales of self-produced products; and provision of related technological services."

Now, to be amended as follows:

"The scope of business of the Company shall be consistent with and subject to the scope of business approved by the company registration authority.

The scope of business of the Company includes research and development of Bio and Medical technology; production of intermediate, medical appliances and medicines; sales of self-produced products; dealing in medical appliances; and provision of related technological services. (License is required for the business that requires license)."

As the amendment is subject to approval by relevant government authorities to be effective, to authorize the Board to make amendments to the Articles of Association as deemed appropriate to comply with the requests of relevant government authorities and to make necessary application, filing and registration.

9. **To consider and, if thought fit, approve the following by way of a special resolution**

THAT:

- (1) there be granted to the Board of Directors of the Company an unconditional general mandate to issue, allot and deal with additional shares in the capital of the Company (whether domestic shares and/or H shares) and to make or grant offers, agreements and options in respect thereof, subject to the following conditions:
- (a) such mandate shall not extend beyond the Relevant Period save that the Board of the Company may make or grant offers, agreements or options during the Relevant Period which might require the exercise of such powers after the end of the Relevant Period;
- (b) the aggregate nominal amount of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Board of the Company otherwise than pursuant to the share option scheme adopted by the Company for the grant or issue of shares of the Company, shall not exceed:
- (i) 20 per cent of the aggregate nominal amount of Domestic Shares of the Company in issue; and/or
- (ii) 20 per cent of the aggregate nominal amount of H Shares of the Company in issue,
- in each case as at the date of this Resolution; and
- (c) the Board of Directors will only exercise its power under such mandate in accordance with the Company Law of the PRC and the Rules Governing the Listing of Securities on The Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (as the same may be amended from time to time) and only if all necessary approvals from the China Securities Regulatory Commission and/or other relevant PRC government authorities are obtained;

For the purposes of this Resolution:

"Domestic Shares" means the domestic invested shares in the share capital of the Company, with a nominal value of RMB0.10 each, which are subscribed for by PRC investors and held in RMB;

"H Shares" means the overseas-listed foreign invested shares in the share capital of the Company, with a nominal value of RMB0.10 each, which are held and traded in Hong Kong dollars;

"Relevant Period" means the period from the date of passing this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company following the passing of this Resolution; or
- (b) the expiry date of the 12-month period following the passing of this Resolution; or
- (c) the passing of a special resolution of the Company in general meeting revoking or varying the authority set out in this Resolution.

- (2) Provided that the Board resolves to issue shares pursuant to paragraph (1) of this Resolution, authorized 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 and place for 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;
- (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.

* For identification purpose only

** Please delete as appropriate