



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 2010 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 _____ ^(note 1) H shares/domestic shares^{**} of Shanghai Fudan-Zhangjiang Bio-Pharmaceutical Co., Ltd. (the “Company”) hereby 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) 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, Shanghai, the PRC at 10:00 a.m. on Friday, 27 May 2011 or at any adjournment thereof as hereunder indicated in respect of the resolutions set out in the notice of the AGM dated 8 April 2011, and if no such indication is given, as my/our proxy thinks fit.

Ordinary Resolutions	For ^(note 4)	Against ^(note 4)
1. To consider and approve the report of the Directors for the year 2010.		
2. To consider and approve the report of the Supervisory Committee for the year 2010.		
3. To consider and approve the audited financial statements and auditors' report for the year 2010.		
4. To consider and approve the profit distribution plan of the Company for the year 2010.		
5. To consider and approve the appointment of auditors (domestic and overseas) and authorize the Board to fix their remunerations for the year 2011.		
6. To consider and approve the proposal in relation to remuneration of the Directors and Supervisors of the Company for the year 2011, and to authorize the Board to implement the proposal.		
7. To consider and approve the appointments of members of the fourth session of the Board and the fourth session of the Supervisory Committee of the Company:		
7.1 Mr. Wang Hai Bo as an executive director of the fourth session of the Board (re-appointment);		
7.2 Mr. Su Yong as an executive director of the fourth session of the Board (re-appointment);		
7.3 Mr. Zhao Da Jun as an executive director of the fourth session of the Board (re-appointment);		
7.4 Ms. Fang Jing as a non-executive director of the fourth session of the Board (re-appointment);		
7.5 Mr. Hao Hong Quan as a non-executive director of the fourth session of the Board (re-appointment);		
7.6 Mr. Zhu Ke Qin as a non-executive director of the fourth session of the Board (re-appointment);		
7.7 Mr. Ge Jian Qiu as a non-executive director of the fourth session of the Board (new appointment);		
7.8 Ms. Ke Yin as a non-executive director of the fourth session of the Board (new appointment);		
7.9 Mr. Pan Fei as an independent non-executive director of the fourth session of the Board (re-appointment);		
7.10 Mr. Cheng Lin as an independent non-executive director of the fourth session of the Board (re-appointment);		
7.11 Mr. Weng De Zhang as an independent non-executive director of the fourth session of the Board (re-appointment);		
7.12 Mr. Zhu Zu Shun as a supervisor of the fourth session of the Supervisory Committee (re-appointment);		
7.13 Ms. Bao Qi as a supervisor of the fourth session of the Supervisory Committee (re-appointment);		
7.14 Ms. Zhang Man Juan as a supervisor of the fourth session of the Supervisory Committee (re-appointment);		

Ordinary Resolutions	For ^(note 4)	Against ^(note 4)
7.15 Mr. Guo Yi Cheng as a supervisor of the fourth session of the Supervisory Committee (re-appointment);		
7.16 Mr. Xu Qing as a supervisor of the fourth session of the Supervisory Committee (re-appointment).		
<p>8. To consider and approve the entering into of the strategic cooperation agreement for innovative pharmaceuticals research and development (the “Strategic Cooperation Agreement”) with Shanghai Pharmaceuticals Holding Co., Ltd. and the annual caps for the three financial years ending 31 December 2013 for the Continuing Connected Transactions contemplated thereunder:</p> <p>“THAT:</p> <p>(i) the entering into of the Strategic Cooperation Agreement dated 23 February 2011 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 annual caps for the three financial years ending 31 December 2013 for the Continuing Connected Transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and</p> <p>(ii) that 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.”</p>		
Special Resolution		
<p>9. To consider and approve the granting of a general mandate to the Board to issue the shares of the Company:</p> <p>“THAT:</p> <p>(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:</p> <p>(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;</p> <p>(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:</p> <p>(i) 20 per cent of the aggregate nominal amount of Domestic Shares of the Company in issue; and/or</p> <p>(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</p> <p>(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;</p> <p>(d) For the purposes of this Resolution:</p> <p>“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;</p> <p>“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;</p> <p>“Relevant Period” means the period from the date of passing this resolution until whichever is the earliest of:</p> <p>(i) the conclusion of the next annual general meeting of the Company following the passing of this Resolution; or</p> <p>(ii) the expiry date of the 12-month period following the passing of this Resolution; or</p> <p>(iii) the passing of a special resolution of the Company in general meeting revoking or varying the authority set out in this Resolution.</p> <p>(2) Provided that the Board resolves to issue shares pursuant to paragraph (1) of this Resolution, authorized the Board:</p> <p>(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);</p> <p>(b) to determine the use of proceeds and to make necessary filings and registration with the PRC, Hong Kong and other relevant authorities;</p> <p>(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.”</p>		

Signature(s): _____ (note 5)

Date: _____ 2011

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 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.
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”.

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.
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. 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 AGM.

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 purpose only

** Please delete as appropriate