



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)

Revised Proxy Form for Extraordinary General Meeting

Number of shares related to this proxy form ^(note 1)	H shares/domestic shares**
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I/We** _____ of _____ ^(Note 2),
 being the registered holder(s) of _____ ^(Note 1) H shares/domestic shares** 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 Extraordinary General Meeting (the "Meeting") to be held at 2nd Floor, No.308 Cailun Road, Zhanjiang Hi-Tech Park, Pudong, Shanghai, the PRC on 13 July 2007 at 10:00 a.m. or at any adjournment thereof for the purpose of considering and, if thought fit, passing the ordinary 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.

Ordinary Resolutions	For ^(Note 4)	Against ^(Note 4)
1. To consider and approve the Capital Increase Agreement and the transactions contemplated thereto and authorise the directors of the Company to do, approve and transact all such acts and things as they may in their discretion consider necessary or desirable in connection therewith.		
2. To consider and approve the report of the Sales and Distribution Agreement and the annual caps and the transactions contemplated thereto and authorise the directors of the Company to do, approve and transact all such acts and things as they may in their discretion consider necessary or desirable in connection therewith.		

Date: _____ 2007 Signature(s): _____ ^(Note 5)

- Notes:**
1. Please insert the number of shares registered in your name(s) relating to this revised form of proxy. If no number is inserted, this revised proxy form 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 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 revised 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". In the absence of any such indication, the proxy will vote or abstain at his discretion.
 5. This revised proxy form 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 revised proxy form together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power of attorney or other authority must be deposited at either one of the following addresses no later than 24 hours before the convening of the Meeting. This revised proxy form may be returned by hand, by post or by facsimile.

For holders of domestic shares:
 No. 308 Cailun Road, Zhangjiang Hi-Tech Park
 Pudong District, Shanghai, PRC
 Postal code: 201203
 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
 7. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holder(s). For this purpose, seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding. Only one of the joint holders needs to sign.
 8. **The original proxy form which was despatched to you together with the circular of the Company on 15 May 2007 has been replaced by this revised proxy form, and will be treated as INVALID even duly completed and returned.**

* For identification purpose only
 ** Please delete as appropriate