



山東新華製藥股份有限公司  
**Shandong Xinhua Pharmaceutical Company Limited**

(a joint stock company established in the People's Republic of China with limited liability)

(Stock Code: 0719)

**Proxy Form for Annual General Meeting**

I/We, \_\_\_\_\_ (Note 1)  
of \_\_\_\_\_ (Note 1),

being the registered holder(s) of \_\_\_\_\_ (Note 2) shares of Shandong Xinhua Pharmaceutical Company Limited (the "**Company**"), hereby appoint the Chairman of the Annual General Meeting of the Company (the "**Meeting**"), or \_\_\_\_\_ (Note 3), as my/our proxy to attend and act for me/us at the Meeting to be held on Friday, 29 June 2018 at 2:00 p.m. at the Company's conference room at No. 1 Lutai Ave., Hi-tech District, Zibo City, Shandong Province, the People's Republic of China (the "**PRC**") or any adjournment thereof and to vote for me/us at the Meeting or any adjournment thereof in respect of the resolutions as indicated hereinafter, or if no such indication is given, as my/our proxy thinks fit.

<b>Ordinary Resolutions</b>		<b>For</b> (Note 4)	<b>Against</b> (Note 4)	<b>Abstention</b> (Note 4)
1.	To review and approve the annual report of the Company for the year 2017.			
2.	To review and approve the report of the board of directors of the Company (the " <b>Board</b> ") for the year 2017.			
3.	To review and approve the report of the supervisory committee of the Company for the year 2017.			
4.	To review and approve the audited financial statements of the Company for the year 2017.			
5.	To review and approve the appointment of ShineWing Certified Public Accountants (Special General Partnership) as the auditors for the year 2018 and authorise the Board to fix their remuneration.			
6.	To review and approve the remuneration of the directors and the supervisors of the Company for the year 2018.			
7.	To consider and approve the revision of the annual cap for year 2018 in respect of the transactions under the agreement dated 29 October 2015 entered into between the Company and Shandong Hualu Hengsheng Chemical Company Limited from Renminbi (" <b>RMB</b> ") 120,000,000 to RMB200,000,000.			

<b>Special Resolutions</b>		<b>For</b> <i>(Note 4)</i>	<b>Against</b> <i>(Note 4)</i>	<b>Abstention</b> <i>(Note 4)</i>
8.	To consider and approve the proposed amendments to the Articles of Association of the Company and authorise the Board to deal with on behalf of the Company all relevant procedures and matters to effect the amendments and to make any appropriate adjustments thereto whenever necessary in the process of submitting the same for the approval of and as required from time to time by the relevant regulatory authorities including without limitation to the administration authorities of industry and commerce and the Shenzhen Stock Exchange.			
9.	To consider and approve the Company's Plan for Profit Distribution and Capital Reserve Capitalisation for Year 2017 and authorise the Board to make delegations as appropriate to deal with any matters in relation to, in furtherance to or for the implementation of the Plan for Profit Distribution and Capital Reserve Capitalisation for Year 2017 pursuant to shareholders' approval and the applicable laws, rules and regulations.			

Shareholder's signature: \_\_\_\_\_

Date: \_\_\_\_\_

*Notes:*

- Please insert your full name and address in **BLOCK CAPITALS**.
- Please insert the number and type of shares of the Company registered in your name and to which this Proxy Form relates. If no such number is inserted, this Proxy Form will be deemed to relate to all the shares in the Company registered in your name (whether alone or jointly with others).
- If any proxy other than the Chairman of the Meeting is appointed, cross out "the Chairman of the Annual General Meeting of the Company (the **"Meeting"**)", or", and appoint one or more proxies to attend and vote at the Meeting. The proxy appointed need not be a shareholder of the Company. Any alteration made to this Proxy Form must be signed by the person who originally executed this Proxy Form.
- If you wish to vote for any resolution, please insert " " in the box marked "For". If you wish to vote against any resolution, please insert " " in the box marked "Against". If you wish to abstain from voting on any resolution, please insert " " in the box marked "Abstention". Failure to make any indication will entitle your proxy/proxies to vote or abstain at his discretion. The number of abstained votes will not be counted as the required majority in favour of any given resolution proposed while the number of abstained votes will be counted into the denominator for the purpose of percentage calculation of the voting.
- This Proxy Form must be signed by you or your attorney duly authorised in writing. Corporations must execute this Proxy Form under common seal or under the hand of any director or attorney duly authorised.
- In order to be valid, this Proxy Form together with any power of attorney or other documents of authorisation (if any) under which it is signed or a notarially certified copy thereof must be lodged with the Secretary to the Board's office of the Company at No. 1 Lutai Ave., Hi-tech District, Zibo City, Shandong Province, the PRC or to Hong Kong Registrars Limited, the Company's H Shares registrar, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the holding of the Meeting.
- In case of joint holders of any share, any one of such joint holders may vote at the Meeting, either personally or by proxy, in respect of such shares as if he/she/it is solely entitled thereto. However, if more than one of such joint holders are present at the Meeting, personally or by proxy, the vote of the joint holder whose name stands first in the register of members and who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of other joint holder(s).
- Shareholders or their proxies attending the Meeting shall produce their identity documents.
- Completion and return of this Proxy Form will not preclude you from attending and voting at the Meeting and any adjournment thereof in person and in such event this Proxy Form shall be deemed to be revoked.
- The resolutions at the Meeting will be taken by poll.
- All references to time herein refer to Hong Kong time.