



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)

**Revised 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> (Note 4)	<b>Against</b> (Note 4)	<b>Abstention</b> (Note 4)
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.			

Ordinary Resolution		For <sup>(Note 4)</sup>	Against <sup>(Note 4)</sup>	Abstention <sup>(Note 4)</sup>
10.	To consider and approve the appointment of Mr. Lo Wah Wai as an independent non-executive director of the ninth session of the Board.			

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

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

*Notes:*

1. Please insert your full name and address in **BLOCK CAPITALS**.
2. Please insert the number and type of shares of the Company registered in your name and to which this revised proxy form (the "**Revised Proxy Form**") relates. If no such number is inserted, this Revised Proxy Form will be deemed to relate to all the shares in the Company registered in your name (whether alone or jointly with others).
3. 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 Revised Proxy Form must be signed by the person who originally executed this Revised Proxy Form.
4. 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.
5. This Revised Proxy Form must be signed by you or your attorney duly authorised in writing. Corporations must execute this Revised Proxy Form under common seal or under the hand of any director or attorney duly authorised.
6. In order to be valid, this Revised 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 (the "**Closing Time**").
7. 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).
8. Shareholders or their proxies attending the Meeting shall produce their identity documents.
9. Completion and return of this Revised Proxy Form will not preclude you from attending and voting at the Meeting and any adjournment thereof in person and in such event this Revised Proxy Form shall be deemed to be revoked.
10. The resolutions at the Meeting will be taken by poll.
11. All references to time herein refer to Hong Kong time.
12. Any holders of H shares of the Company (the "**H Shareholders**") who has already lodged the initial proxy form, which was sent by the Company to shareholders on 15 May 2018 (the "**Initial Proxy Form**"), should note that:
  - (i) where no Revised Proxy Form is lodged, the Initial Proxy Form, if duly completed in compliance with the instructions printed thereon and lodged before the Closing Time, will be treated as a valid proxy form lodged by such H Shareholder. The proxy so appointed by the H Shareholder will be entitled to vote or to abstain from voting on any resolution put to the AGM, including to vote at his/her discretion on the resolution on the appointment of independent non-executive director of the Company.
  - (ii) if a Revised Proxy Form duly completed in compliance with the instructions printed thereon is lodged before the Closing Time, the Initial Proxy Form previously lodged by the H Shareholder will be revoked and superseded. The Revised Proxy Form will then be treated as a valid proxy form lodged by the H Shareholder.
  - (iii) if the Revised Proxy Form is lodged after the Closing Time or is lodged before the Closing Time but is otherwise not in compliance with the instructions printed thereon, the Revised Proxy Form will be invalid, but any Initial Proxy Form duly completed in compliance with the instructions printed thereon and previously lodged before the Closing Time will entitle the proxy so appointed to vote in the manner as provided for in Note 12(i) above as if no Revised Proxy Form was lodged.