



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 USE AT THE EXTRAORDINARY GENERAL MEETING

I/We, _____ (Note 2) of _____ (Note 2),

being the registered holder(s) of _____ (Note 3) shares of Shandong Xinhua Pharmaceutical Company Limited (the “**Company**”), hereby appoint the Chairman of the Extraordinary General Meeting of the Company (the “**EGM**”), or _____ (Note 4), as my/our proxy to attend and act for me/us at the EGM to be held on Friday, 28 December 2012 at 9:00 a.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 EGM 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.

Ordinary Resolution		For	Against	Abstention
1.	To approve and confirm the agreement entered into between the Company and Shandong Xinhua Pharmaceutical Group Limited (“ SXPGC ”) dated 26 October 2012 and the proposed annual caps in relation to the selling of waste materials, water, electricity and steam by the Company and/ or its subsidiaries to SXPGC and/or its subsidiaries and the purchasing of accessories, raw materials and packaging materials by the Company and/or its subsidiaries from SXPGC and/or its subsidiaries in the sum of RMB170,000,000, RMB195,000,000 and RMB230,000,000 for 2013, 2014 and 2015 respectively under such agreement.			
Special Resolution		For	Against	Abstention
2.	To consider and approve the proposed amendments to Article 147 of the articles of association of the Company ^(Note 1) .			

Shareholder's signature: _____

Date: _____

Notes:

- Details of the proposed amendments to Article 147 of the articles of association of the Company are set out in the announcement of the Company dated 24 August 2012.
- 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 EGM is appointed, cross out “the Chairman of the EGM, or”, and appoint one or more proxies to attend and vote at the EGM. The proxy appointed needs not be a shareholder of the Company. Any alternation made to this Proxy Form must be signed by the person who originally executed this Proxy Form.
- Important:** 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. Companies or organizations must execute this Proxy Form under common seal or under the hand of any officer or attorney duly authorised.
- In order to be valid, the 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 company secretaries' office of the Company at No. 1 Lutai Ave., Hi-tech District, Zibo City, Shandong Province, The PRC not less than 24 hours before the time appointed for the holding of the EGM.