



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 USE AT THE EXTRAORDINARY 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 Extraordinary General Meeting of the Company (the “**EGM**”), or _____ (Note 3) of _____ (Note 3),

as my/our proxy to attend and act for me/us at the EGM to be held on Tuesday, 18 March 2014 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 EGM or any adjournment thereof in respect of the resolution as indicated hereinafter, or if no such indication is given, as my/our proxy thinks fit.

Ordinary Resolution	For	Against	Abstention
1. To consider and approve the bidding by the Company of the 40% of the equity interest in Shandong Zibo Xincat Pharmaceutical Company Limited (“ Xincat Pharmaceutical ”) at a price of not more than RMB112 million at the Shandong Property Right Exchange Center (山東產權交易中心) and upon such bidding being successful, the entering into the Acquisition Agreement in respect of the 40% of the equity interest in Xincat Pharmaceutical between the Company and Hualu Holdings Company Limited and the transactions contemplated thereunder; and to authorise any one or more of the directors to sign, seal, execute, perfect, deliver all such documents and to do all such things and acts as he/they may in his/their discretion consider necessary, expedient or desirable to effect the Xincat Pharmaceutical Acquisition.			
2. To consider Mr. Liu Hongwei be elected as the independent non-executive director of the Company.			

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 EGM is appointed, cross out “the Chairman of the EGM, or”, and insert the name(s) and the address(es) of one or more proxies desired in the space provided. 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 notorially 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.