



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 First Class Meeting of
the Shareholders of H Shares for the Year 2016**

I/We, _____ *(Note 1)* of _____ *(Note 1)*,
_____ *(Note 2)*

being the registered holder(s) of _____ *(Note 2)* H shares of Shandong Xinhua Pharmaceutical Company Limited (the "Company"), hereby appoint the Chairman of the First Class Meeting of the shareholders of H shares of the Company for the year 2016 (the "H Shareholders Class Meeting"), or _____ *(Note 3)*, as my/our proxy to attend and act for me/us at the H Shareholders Class Meeting to be held on Wednesday, 28 December 2016 at 4:00 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 H Shareholders Class 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.

Special Resolutions	For	Against	Abstention
1. Resolution on the extension of the effective period of the shareholders' resolutions for the non-public issuance of A shares of the Company.			
2. Resolution on the extension of the effective period of the shareholder's resolution for conferring full powers on the board of directors of the Company to handle matters relating to the non-public issuance of A shares of the Company.			

Shareholder's signature: _____

Date: _____

Notes:

1. Please insert your full name and address in **BLOCK CAPITALS**.
2. Please insert the number of H 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 H shares in the Company registered in your name (whether alone or jointly with others).
3. If any proxy other than the Chairman of the H Shareholders Class Meeting is appointed, cross out “the Chairman of the H Shareholders Class Meeting, or”, and appoint one or more proxies to attend and vote at the H Shareholders Class 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.
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 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.
6. 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 office of the secretary to the board of directors of the Company at No. 1 Lutai Ave., Hi-tech District, Zibo City, Shandong Province, the PRC not less than 24 hours before the holding of the H Shareholders Class Meeting.