



SINO BIOPHARMACEUTICAL LIMITED

中國生物製藥有限公司

(Incorporated in the Cayman Islands with limited liability)

Website: www.sinobiopharm.com

(Stock code: 1177)

(the “Company”)

FORM OF PROXY FOR USE AT THE ANNUAL GENERAL MEETING (OR ANY ADJOURNMENT THEREOF)

I/We^(Note 1) _____
of _____
being the registered holder(s) of _____ share^(Note 2)
in the share capital of the Company (the “Shares”) hereby appoint^(Note 3) _____
of _____

or failing him, the chairman of the meeting as my/our proxy to attend and vote and act for me/us and on my/our behalf at the Annual General Meeting (and at any adjournment thereof) of the Company to be held at 7th Floor, Dynasty I, The Dynasty Club Limited, South West Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong on Thursday, 22 June 2017 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the resolutions set out in the notice convening such meeting and at such meeting (and at any adjournment thereof) to vote for me/us in my/our names(s) in respect of the said resolutions as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit.

Ordinary Resolutions		For ^(Note 4)	Against ^(Note 4)
1.	To receive and adopt the audited consolidated financial statements, the report of directors of the Company (“Directors”) and the report of independent auditors of the Company (“Auditors”) for the year ended 31 December 2016.		
2.	To approve the payment of a final dividend for the year ended 31 December 2016.		
3.	To re-elect Ms. Cheng Cheung Ling as an executive director of the Company.		
4.	To re-elect Mr. Wang Shanchun as an executive director of the Company.		
5.	To re-elect Mr. Tian Zhoushan as an executive director of the Company.		
6.	To re-elect Ms. Lu Hong as an independent non-executive director of the Company.		
7.	To re-elect Mr. Zhang Lu Fu as an independent non-executive director of the Company.		
8.	To authorise the board of Directors to fix the remuneration of the Directors.		
9.	To re-appoint Ernst & Young as Auditors for the year ending 31 December 2017 and to authorise the board of Directors to fix their remuneration.		
10.	(A) To grant to the Directors a general mandate to allot, issue and otherwise deal with additional Shares not exceeding 20 per cent. of the issued share capital of the Company.		
	(B) To grant to the Directors a general mandate to buy back Shares not exceeding 10 per cent. of the issued share capital of the Company.		
	(C) To extend the general mandate to allot, issue and otherwise deal with additional Shares under Resolution 10(A) by the addition thereto of such number of Shares bought back by the Company under Resolution 10(B).		

Dated _____

Signature^(Note 5) _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of Shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the Shares registered in your name(s).
- Please insert the name and address of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY. The proxy needs not be a member of the Company but must attend the meeting in person to represent you. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTIONS, PUT A TICK IN THE APPROPRIATE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST ANY RESOLUTIONS, PUT A TICK IN THE APPROPRIATE BOX MARKED “AGAINST”.** Failure to do so will entitle your proxy to cast his votes at his discretion. Your proxy will also be entitled to vote at his discretion on any amendment to the resolutions referred to in the notice convening the meeting and on any resolutions which have been properly put to the meeting other than those referred to in the notice convening the meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be signed under the hand of an officer duly authorised on that behalf together with a company chop.
- In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose, seniority will be determined by the order in which the names stand in the register of members.
- To be valid, this form of proxy, together with any power of attorney or other authority (if any) under which is signed, or notarially certified copy of such power of authority must be deposited at the principal place of business of the Company at Unit 09, 41st Floor, Office Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding of the meeting or the adjournment meeting (as the case may be).
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the meeting if you so wish.