



SINO BIOPHARMACEUTICAL LIMITED

中國生物製藥有限公司

(Incorporated in the Cayman Islands with limited liability)

(the “Company”)

Form of Proxy for use at the Annual General Meeting (or any adjournment thereof)

I/We ^(Note 1) _____
of _____
being the registered holders(s) of _____ shares^(Note 2) of
HK\$0.10 each 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/proxies to attend and vote and act for me/us and on my/our behalf at the Annual General Meeting (or at any adjournment thereof) of the Company to be held at 8/F., Crown Room, The Dynasty Club Ltd., South West Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong on Tuesday, 27 April, 2004 at 2:00 p.m. for the purpose of considering and, if thought fit, passing the ordinary resolutions set out in the notice convening such meeting and at such meeting (or at any adjournment thereof) to vote for me/us in my/our name(s) in respect of the said resolutions as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit.

RESOLUTIONS	FOR ^(Note 4)	AGAINST ^(Note 4)
1. To receive and consider the Audited Consolidated Financial Statements and the Reports of the Directors and Auditors for the year ended 31 December, 2003.		
2. To approve the payment of a final dividend for the year ended 31 December, 2003.		
3. (a) To re-elect Ms. Zheng Qun, Grace as a Director of the Company.		
(b) To authorise the Board of Directors to fix their remuneration.		
4. To re-appoint Messrs. Ernst & Young as the Company’s auditors and to authorise the Board of Directors to fix their remuneration.		

Dated this _____ day of _____ 2004.

Signed ^(Note 2) _____

Notes:

1. Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
2. 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).
3. Please insert the name and address of the proxy desired. IF NO NAME IS INSERTED. THE CHAIRMAN OF THE MEETING WILL ACT TO YOUR PROXY. The proxy need 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.
4. IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTIONS, PUT A TICK IN THE APPROPRIATE BOXES MARKED “FOR”. IF YOU WISH TO VOTE AGAINST ANY RESOLUTIONS, PUT A TICK IN THE APPROPRIATE BOXES 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.
5. 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.
6. 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.
7. To be valid, this form of proxy, together with any power of attorney of other authority (if any under which is signed, or a notarially certified copy or such power of authority must be deposited at the principal office 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 the holding of the meeting or the adjourned meeting (as the case may be).
8. Completion and delivery of the form of proxy will not preclude you from attending and voting at the meeting if you so wish.