



長春達興藥業股份有限公司
CHANGCHUN DA XING PHARMACEUTICAL COMPANY LIMITED*

(A joint stock company incorporated in the People's Republic of China)

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

I/We¹ _____ of _____
being the registered holder(s) of² _____ Shares of RMB0.10 each of abovenamed Company
HEREBY APPOINT³ _____

of _____
or failing him, the chairman of the meeting as my/our proxy, to attend and vote for me/us and on my/our behalf at the Annual General Meeting (or any adjournment thereof) of the Company to be held at No.655 Chuang Ju Street, High and New Technology Industrial Development Zone, Changchun, Jilin Province, China on Friday, 20 May 2005 at 9:00 a.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 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.

Ordinary Resolutions	FOR ⁴	AGAINST ⁴
1. To review and approve the Report of the Directors, audited financial statements and Auditors' Report for the year 2004.		
2. To review and approve the following re-appointment:-		
(i) executive directors:-		
(a) Mr. Feng Zhen Wen.		
(b) Mr. Yu Cheng Kun.		
(c) Ms. Li Xiu Jie.		
(d) Mr. Guo Bin.		
(e) Ms. Lu Yin Hua.		
(ii) non-executive director:-		
Mr. Lu De Yi.		
(iii) independent non-executive directors:-		
(a) Mr. Yang Shi Jie.		
(b) Mr. Sun Xiao Bo.		
(c) Mr. Zhang Zhong Sheng.		
(iv) Supervisors:-		
(a) Ms. Xu Feng Yin.		
(b) Mr. Wang Ting Jun.		
(c) Ms. Gao Yan.		
3. To review and approve the year-end rewards for 2004.		
4. To review and approve the re-appointment of Shu Lun Pan Certified Public Accountants Co., Ltd. and Horwath Hong Kong CPA Limited as the Company's domestic and overseas auditors respectively, for the year 2005 with a term of office until the conclusion of next annual general meeting, whose remunerations are fixed by the Board of Directors.		

Dated this _____ day of _____ 2005 Signature⁵ _____

Notes:

- Full name(s) and address(es) (as shown on the register of shareholders) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares of RMB0.10 each registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company 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 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 INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PUT A TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PUT A TICK IN THE BOX MARKED "AGAINST"**. Failure to do so will entitle your proxy to cast his vote 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 which has been properly put to the meeting.
- This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be executed either under its seal or under the hand of an officer, attorney or other person duly authorized to sign the same.
- In the case of joint holders any one of such joint holders may vote, either in person or by proxy, in respect of such shares as if he were solely entitled thereto, but if more than one of such joint holders be present at the Annual General Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
- To be valid, this form of proxy, and (if required by the board of directors) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority (if any), shall be delivered to Hong Kong Registrars Limited at 46/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 24 hours before the time appointed for holding the meeting or vote.
- Completion and delivery of this form of proxy will not preclude you from attending and voting at the meeting if you so desire and in such event, this proxy form shall be deemed to be revoked.

* for identification purposes only