



**長春達興藥業股份有限公司**  
**CHANGCHUN DA XING PHARMACEUTICAL COMPANY LIMITED\***  
*(a joint stock limited company incorporated in the People's Republic of China)*  
**(Stock Code: 8067)**

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

I/We<sup>1</sup> \_\_\_\_\_ of \_\_\_\_\_  
 being the registered holder(s) of<sup>2</sup> \_\_\_\_\_ Shares of RMB0.10 each of  
 abovenamed Company **HEREBY APPOINT**<sup>3</sup> \_\_\_\_\_  
 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 Tuesday, 28 June 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 <sup>4</sup>	AGAINST <sup>4</sup>
1. To receive and approve the Report of the Directors, audited financial statements and Auditors' Report for the year 2004.		
2(A) To review and approve the following re-appointment:		
(i) executive directors:		
(a) Mr Yu Cheng Kun		
(b) Mr Guo Bin		
(ii) independent non-executive directors:		
(a) Mr Yang Shi Jie		
(b) Mr Sun Xiao Bo		
(c) Mr Zhang Zhong Sheng		
(iii) Supervisors:		
(a) Ms Xu Feng Yin		
(b) Mr Wang Ting Jun		
(c) Ms Gao Yan		
2(B) To elect the following directors:		
(i) executive directors:		
(a) Ms Qu Lian Qin		
(b) Mr Zhang Dong Hai		
(c) Mr Lu De Yi		
(ii) non-executive director:		
Mr Dong Guo Jhi		
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 Signature<sup>5</sup>: \_\_\_\_\_

**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 Share(s) 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 share(s) 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 Second Proxy Form 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 AGM, 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 Second Proxy Form, 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 (the "Closing Time").
- Completion and delivery of this Second Proxy Form will not preclude you from attending and voting at the AGM if you so desire and in such event, this Second Proxy Form shall be deemed to be revoked.
- A Shareholder who has not yet lodged the proxy form sent together with the Company's 2004 Annual Report (the "First Proxy Form") with the Company's registrar is requested to lodge this Second Proxy Form if he wishes to appoint proxies to attend the AGM on his behalf. In this case, the First Proxy form should not be lodged with the Company's registrar.  
 A Shareholder who has already lodged the First Proxy Form with the Company's registrar should note that:
  - If no Second Proxy Form is lodged with the Company's registrar, the First Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by him. The proxy so appointed by the Shareholder will be entitled to vote at his discretion or abstain on any resolution properly put to the AGM other than those referred to in the notice convening in the AGM and the First Proxy Form, including a resolution for the appointment of an additional candidate set out in this supplemental circular as Director.
  - If this Second Proxy Form is lodged with the Company's registrar before the Closing Time, this Second Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by the Shareholder and will revoke and supersede the First Proxy Form previously lodged by him.
  - If this Second Proxy Form is lodged with the Company's registrar after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, this Second Proxy Form will be invalid. However, it will revoke the First Proxy Form previously lodged by the Shareholder, and any vote that may be cast by the purported proxy (whether appointed under the First Proxy Form or this Second Proxy Form) will not be counted in any poll which may be taken on a proposed resolution. Accordingly, Shareholders are advised to **complete this Second Proxy Form carefully and not to lodge this Second Proxy Form after the Closing Time.** If such Shareholders wish to vote at the AGM, they will have to attend in person and vote at the AGM themselves.

\* For identification purposes only