LEE'S PHARM.

李 氏 大 藥 廠

# Lee's Pharmaceutical Holdings Limited

# 李氏大藥廠控股有限公司*

*(incorporated in the Cayman Islands with limited liability)*

(Stock Code: 8221)

**Form of proxy for use at an Extraordinary General Meeting to be held on Thursday, 31 December 2009**

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

_____,

being the registered holder(s) of _____ shares *(Note 2)* of HK$0.05 each in the share capital of Lee's Pharmaceutical Holdings Limited (the "**Company**"), hereby appoint the chairman of the meeting *(Note 3)* or failing him/her, _____ of _____ and/or _____ of _____ as my/our proxy to attend and vote for me/us and on my/our behalf at the extraordinary general meeting of the Company (the "**Meeting**") to be held at Unit 110-111, Bio-Informatics Centre, No. 2 Science Park West Avenue, Hong Kong Science Park, Shatin, New Territories, Hong Kong on Thursday, 31 December 2009 at 11:00 a.m. (and at any adjournment thereof) for the purposes of considering and, if thought fit, passing the resolutions as set out in the notice convening the Meeting and at the Meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below *(Note 4)*.

| Resolutions | For *(Note 4)* | Against *(Note 4)* |
|---|---|---|
| To approve the ordinary resolutions (1) in relation to the Continuing Connected Transactions as set out in the notice of the EGM (i.e. to approve the Continuing Connected Transactions, the Distribution Agreement, the Cap and generally authorise the Directors to take all actions in relation thereto) | | |
| To approve the ordinary resolutions (2) in relation to the Subscription as set out in the notice of the EGM (i.e. to approve the Subscription Agreement, the Subscription and the transactions as contemplated under the Subscription Agreement, the Shareholders' Agreement and the transactions as contemplated under the Shareholders' Agreement and generally authorise the Directors to take all actions in relation thereto) | | |

Dated : _____2009 Signature *(Note 5)* : _____

*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 of the Company registered in your name(s).
3. If any proxy other than the Chairman is preferred, delete the words "the chairman of the meeting or failing him/her" here and insert the name and address of the proxy desired in the space provided. A member of the Company who is the holder of two or more shares may appoint more than one proxy to attend and vote on his behalf at the Meeting provided that if more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS PROXY. 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 THE RESOLUTIONS, PLEASE TICK IN THE APPROPRIATE BOXES MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTIONS, TICK IN THE APPROPRIATE BOXES MARKED "AGAINST".** Failure to tick any or all the boxes will entitle your proxy to cast his votes at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution 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 either executed under its common seal or under the hand of an officer, attorney or other person authorised to sign the same.
6. On a poll every member of the Company present in person or by proxy or, in the case of a member of the Company being a corporation, by its duly authorised representative, shall have one vote for every fully paid share for which he is the holder.
7. 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 on the register of members of the Company.
8. To be valid, this form of proxy together with the power of attorney or other authority (if any) under which it is signed or notarially certified copy thereof, must be deposited to the share registrars of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at Rooms 1806-1807, 18th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
9. The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
10. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Meeting if you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

* *For identification purpose only*