



KINGWORLD MEDICINES GROUP LIMITED

金活醫藥集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 01110)

**Form of proxy for use by shareholders at the annual general meeting
to be held on 27 May 2022 at 10:00 a.m.**

I/We^(note 1) _____
of _____
being the registered holder(s) of^(note 2) _____ shares of HKS0.10 each in the share capital of Kingworld Medicines Group Limited (the "Company") hereby appoint the chairman of the annual general meeting (the "AGM") of the Company or _____ of _____ to act as my/our proxy(ies)^(note 3) at the AGM to be held at the Conference Room, 9th Floor, Block A, Majialong Chuangxin Building, 198 Daxin Road, Nanshan District, Shenzhen, Guangdong Province, the PRC on Friday, 27 May 2022 at 10:00 a.m. or any adjournment thereof and to vote at such meeting or any adjournment thereof in respect of the resolutions set out in the notice of the AGM as hereunder indicated on my/our behalf, or if no such indication is given, as my/our proxy(ies) thinks fit.

Please make a mark in the appropriate boxes to indicate how you wish your vote(s) to be cast.^(note 4)

ORDINARY RESOLUTIONS [#]		FOR	AGAINST
1.	To consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (the "Directors") of the Company and auditor of the Company for the year ended 31 December 2021		
2.	To declare a final dividend of HK2.39 cents per Share for the year ended 31 December 2021		
3.	To re-elect Ms. Chan Lok San as an executive Director of the Company and to authorise the board (the "Board") of Directors of the Company to fix her remuneration		
4.	To re-elect Mr. Wong Cheuk Lam as an independent non-executive Director of the Company and to authorise the Board to fix his remuneration		
5.	To re-appoint Crowe (HK) CPA Limited as the auditor of the Company to hold office until the conclusion of the next annual general meeting, and to authorise the Board to fix their remuneration		
6.	To grant a general mandate to the Directors to allot, issue and deal with additional Shares of the Company not exceeding 20% of the total number of issued shares of the Company as at the date of passing this resolution (ordinary resolution numbered 6 in the notice of the AGM)		
7.	To grant a general mandate to the Directors to repurchase the Company's Shares not exceeding 10% of the total number of issued shares of the Company as at the date of passing this resolution (ordinary resolution numbered 7 in the notice of the AGM)		
8.	To extend the general mandate granted to the Directors to allot, issue and deal with additional Shares of the Company by the number of Shares repurchased by the Company (ordinary resolution numbered 8 in the notice of the AGM)		
SPECIAL RESOLUTION [#]		FOR	AGAINST
9.	To amend the existing amended and restated memorandum and articles of association of the Company in the manner as set out in the circular of the Company dated 25 April 2022 (the "Circular") and the second amended and restated memorandum and articles of association of the Company which contains all the Proposed Amendments (as defined in the Circular) and a copy of which has been produced to the AGM and marked "A" and for the purpose of identification initiated by the chairman of the AGM, which consolidates all the proposed amendments mentioned in the Circular be approved and adopted as the new amended and restated memorandum and articles of association of the Company in substitution for and to the exclusion of the existing amended and restated memorandum and articles of association of the Company, with immediate effect after the close of the AGM and that the Directors, secretary of the Company and the registered office provider of the Company be and are hereby authorised to do all acts, deeds, things and execute all such documents and make all such arrangements that they shall, in their absolute discretion, deem necessary or expedient to give effect to the adoption of the second amended and restated memorandum and articles of association of the Company, including without limitation, attending to the necessary filings with the Registrar of Companies in the Cayman Islands and Hong Kong.		

Unless otherwise defined herein, the terms used herein shall have the same meanings as defined in the circular dated 25 April 2022. The above description of the proposed ordinary resolutions is by way of summary only. The full text appears in the notice of the AGM.

Shareholder's signature: _____ (notes 5 to 9) Date: _____

Notes:

- Full name(s) and address(es) are to be inserted in **BLOCK CAPITAL LETTERS**. The names of all joint registered holders should be stated.
- 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).
- A proxy need not be a member of the Company. If you wish to appoint some person other than the chairman of the AGM as your proxy, please delete the words "the chairman of the annual general meeting (the "AGM") of the Company or" and insert the name and address of the person appointed as your proxy in the space provided. A member of the Company entitled to attend and vote at the AGM is entitled to appoint in written form one or, if he is the holder of two or more Shares, more proxies to attend and vote instead of him.
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY OF THE RESOLUTIONS SET OUT ABOVE, PLEASE TICK ("✓") THE BOXES MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY OF THE RESOLUTIONS, PLEASE TICK ("✓") THE BOXES MARKED "AGAINST".** If the form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his discretion. A proxy will also be entitled to vote at his discretion on any resolution properly put to the AGM other than those set out in the notice convening the AGM.
- In the case of joint registered holders of any Share, this form of proxy may be signed by any joint registered holder, but if more than one joint registered holder is present at the AGM, whether in person or by proxy, then one of the joint registered holders whose name stands first on the register of members in respect of the relevant jointly registered share shall alone be entitled to vote in respect thereof to the exclusion of the votes of the other joint registered holders.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
- To be valid, this form of proxy together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority must be deposited at the offices of the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding of the AGM or any adjournment thereof.
- Completion and return of this proxy form will not preclude a member from attending and voting in person at the AGM or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- Any alteration made to this proxy form should be initialled by the person who signs the proxy form.