



China Grand Pharmaceutical and Healthcare Holdings Limited

遠大醫藥健康控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 00512)

PROXY FORM

Form of proxy for use by the shareholders of China Grand Pharmaceutical and Healthcare Holdings Limited (the “Company”) at the extraordinary general meeting (the “Meeting”) of the Company to be held at Unit 3302, The Centre, 99 Queen’s Road Central, Central, Hong Kong on Tuesday, 19 February 2013 at 10:30 a.m. (or at any adjournment thereof).

I/We (note a) _____
of _____
being the registered holder(s) of _____ (note b) ordinary shares (the “Shares”) of HK\$0.01 each in the share capital of the Company hereby appoint the chairman (the “Chairman”) of the Meeting or _____
of _____
or failing him/her _____
of _____

as my/our proxy to attend and vote for me/us on my/our behalf (note c) at the Meeting to be held at Unit 3302, The Centre, 99 Queen’s Road Central, Central, Hong Kong on Tuesday, 19 February 2013 at 10:30 a.m. or at any adjournment thereof and to vote on my/our behalf as directed below, or if no such indication is given, as my/our proxy think fit.

Capitalised terms used in this form of proxy shall, unless the context requires otherwise, have the same meanings as those defined in the circular of the Company dated 28 January 2013.

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

Ordinary Resolutions		For	Against
1.	To approve the Grand Pharm R&D Agreement I and the annual caps for the contemplated thereunder, and to authorize any one or more of the Directors to do all things necessary for implementation of the aforesaid.		
2.	To approve the Grand Pharm R&D Agreement II and the annual caps for the contemplated thereunder, and to authorize any one or more of the Directors to do all things necessary for implementation of the aforesaid.		
3.	To approve the Grand Pharm R&D Agreement III and the annual caps for the contemplated thereunder, and to authorize any one or more of the Directors to do all things necessary for implementation of the aforesaid.		
4.	To approve the Grand Pharm Supply Agreement and the annual caps for the contemplated thereunder, and to authorize any one or more of the Directors to do all things necessary for implementation of the aforesaid.		
5.	To approve the Xianle Purchase Agreement I and the annual caps for the contemplated thereunder, and to authorize any one or more of the Directors to do all things necessary for implementation of the aforesaid.		
6.	To approve the Xianle Purchase Agreement II and the annual caps for the contemplated thereunder, and to authorize any one or more of the Directors to do all things necessary for implementation of the aforesaid.		
7.	To approve the Xianle Purchase Agreement III and the annual caps for the contemplated thereunder, and to authorize any one or more of the Directors to do all things necessary for implementation of the aforesaid.		
8.	To approve the resignation of SHINEWING (HK) CPA Limited and the appointment of HLB Hodgson Impey Cheng Limited as auditors of the Company and its subsidiaries.		

Dated the _____ day of _____ 2013

Shareholder’s signature _____ (notes e, f, g, h and i)

Notes:

- Please insert full name(s) and address(es) in BLOCK CAPITALS.
- Please insert the number of Shares registered in your name(s) to which this form of proxy relates. 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 Meeting as your proxy, please delete the words “the Chairman of the Meeting or” and insert the name and address of that other person appointed in the space provided.
- If you wish to vote for the resolution set out above, please tick (“✓”) the box marked “For”. If you wish to vote against the resolution, please tick (“✓”) the box marked “Against”. If this form returned is duly signed but without specific direction on the proposed resolution, the proxy will vote or abstain at his/her discretion in respect of the resolution. A proxy will also be entitled to vote at his/her discretion on any resolution(s) properly put to the Meeting other than those set out in the notice convening the Meeting.
- In the case of a joint holding, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the Meeting, whether in person or by proxy, that one of the joint holder whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- This form of proxy must be signed by a shareholder of the Company, or his/her attorney duly authorised in writing, or if the shareholder is a corporation, either under its common seal or signed by a duly authorised officer or attorney.
- In order to be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power of attorney or authority must be deposited with the Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Room 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong not later than 48 hours before the time of the Meeting or any adjournment thereof.
- Any alteration made to this form of proxy must be initialed by the person who signs the form.
- Completion and return of this proxy form will not preclude you from attending in person and voting at the Meeting. In such event, this proxy form submitted shall be deemed to be revoked.

* For identification purpose only