



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 extraordinary general meeting
to be held on Wednesday, 15 June 2016 at 10:00 a.m. (and any adjournment thereof)**

I/We ^(note 1) _____
of _____
being the registered holder(s) of ^(note 2) _____ shares of HK\$0.10 each in the capital of Kingworld Medicines Group Limited (the “Company”) hereby appoint the chairman of the extraordinary general meeting (the “EGM”) of the Company or _____
of _____
to act as my/our proxy(ies) ^(note 3) at the EGM to be held at 3rd Floor, Crowne Plaza Hotel & Suites Landmark Shenzhen, No. 3018 Nanhu Road, Luohu District, Shenzhen, the PRC on Wednesday, 15 June 2016 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 EGM (the “Notice”) 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 RESOLUTION#	FOR	AGAINST
THAT:		
(a) the Supplemental Deed dated 18 May 2016 entered into among the Company, the Subscriber and the Bondholders pursuant to which the Company, the Subscriber and the Bondholders agreed to amend certain terms and conditions of the Convertible Bond subject to the terms and conditions thereof, be and is hereby approved, confirmed and ratified, and all the transactions contemplated under the Supplemental Deed, including the Amendment of Conditions and the grant of the Specific Mandate be and are hereby approved, confirmed and ratified, a copy of which is produced to the meeting marked “A” and initialled by the Chairman of the EGM for the purpose of identification;		
(b) subject to the Stock Exchange having approved the Amendment of Conditions pursuant to the Listing Rules and the Listing Committee granting approval for the listing of, and permission to deal in, the Conversion Shares on the Stock Exchange, the Board be and is hereby granted a Specific Mandate for the allotment and issue of the Conversion Shares to the Subscriber or its designated party(ies) or the Bondholders upon an exercise of the Conversion Rights; and		
(c) any Director be and is hereby authorised to do such acts and things, to sign and execute all such further documents (and in case of execution of documents under seal, to do so by any two directors of the Company or any two persons appointed by the board of directors of the Company for that purpose) and to take such steps as he/she may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Supplemental Deed and all transactions contemplated thereunder and all other matters incidental thereto or in connection therewith, and to agree to and make such variations, amendments or waivers of any of the matters relating thereto or in connection therewith.		

Unless otherwise defined herein, the terms used herein shall have the same meanings as defined in the circular of the Company dated 30 May 2016.

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 EGM as your proxy, please delete the words “the chairman of the extraordinary general meeting (the “EGM”) 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 EGM 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.
- 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 EGM other than those set out in the notice convening the EGM.
- 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 EGM, 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 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding of the EGM or any adjournment thereof.
- Completion and return of this proxy form will not preclude a member from attending and voting in person at the EGM 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.