MEDICAL CHINA LIMITED
神州醫療科技有限公司*

(Incorporated in the Bermuda with limited liability)

(Stock Code: 8186)

FORM OF PROXY

Annual General Meeting to be held at Boardroom I, Mezzanine Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Hong Kong on 18th June, 2004, Friday at 9:00 a.m.

I/We[1] ______________________________

of ______________________________

being the registered holder(s) of[2] ______________ shares of HK$0.01 each in the capital of Medical China Limited (the "Company"), **HEREBY APPOINT**[3] ______________________________

of ______________________________

or failing him, the Chairman of the meeting, as my/our proxy to attend on my/our behalf at the Annual General Meeting (and at any adjournment thereof) of the Company to vote for me/us in my/our name(s) in respect of the resolutions referred to in the Notice of the Annual General Meeting (with or without modifications) in the manner as hereunder indicated and if no such indication is given, as my/our proxy thinks fit.

	Resolutions	**For[4]**	**Against[4]**
1.	To receive and adopt the audited Consolidated Financial Statements of the Company and its subsidiaries and the Reports of the Directors and the Auditors for the year ended 31st December, 2003.		
2A.	To re-elect Mr. Li Tai To, Titus as a Director.		
2B.	To re-elect Mr. Chen Minshen as a Director.		
2C.	To re-elect Mr. Fan Wan Tat as a Director.		
2D.	To authorise the Board of Directors to fix the Directors' remuneration.		
3.	To appoint Auditors of the Company and to authorise the Board of Directors to fix their remuneration.		
4.	To grant a general mandate to the Directors to allot and issue additional shares of the Company not exceeding 20 per cent. of the issued share capital of the Company ("New Issue Mandate").		
5.	To grant a general mandate to the Directors to repurchase shares of the Company not exceeding 10 per cent. of the issued share capital of the Company.		
6.	To extend the New Issue Mandate.		
7.	To amend the bye-laws of the Company.		

Dated this __________ day of ________________ 2004 Signature(s)[7] ______________________

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
2. Please insert the number of shares of HK$0.01 each in the capital of the Company registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
3. Full name and address of the proxy (who must be an individual) to be inserted in BLOCK CAPITALS. **IF NOT COMPLETED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.** Shareholders are entitled to appoint a proxy of his/her own choice.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PUT A '✓' IN THE BOX MARKED "For" BESIDE THE APPROPRIATE RESOLUTION. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PUT A '✓' IN THE BOX MARKED "Against" BESIDE THE APPROPRIATE RESOLUTION**. If no direction is given, the proxy will be entitled to vote or abstain as he thinks fit. The proxy will be entitled to vote or abstain at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
5. 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 thereof) must be deposited at the Company's Share registrar, that is Computershare Hong Kong Investors Services Limited at Rooms 1901-5, 19th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjourned meeting.
6. If more than one joint holders of a share are present at the meeting personally or by proxy, the joint holder so present whose name stands first on the register of members in respect of such share, shall alone be entitled to vote.
7. This form of proxy must be signed by you or your attorney duly authorised in writing or, if you are a corporation, must either be executed under seal or under the hand of an officer, attorney or other person duly authorised.
8. The proxy need not be a member of the Company.
9. Completion and delivery of this form of proxy shall not preclude you from attending and voting in person if you so wish.
10. Any alterations to this form of proxy must be initialled by the person who signs it.

* *For identification only*