神威藥業
SHINEWAY

CHINA SHINEWAY PHARMACEUTICAL GROUP LIMITED

中國神威藥業集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 2877)

FORM OF PROXY

for use at the extraordinary general meeting ("EGM") of China Shineway Pharmaceutical Group Limited (the "Company") to be held on Thursday, the 12 day of May 2005

I/We *(Note 1)* ____________________

of ____________________

being the registered holder(s) of *(Note 2)* ____________ shares of HK$0.10 each in the capital of the Company, HEREBY APPOINT *(Note 3)* ____________________ *(Name)*

of ____________________ *(Address)*

or failing him, the Chairman of the meeting as my/our proxy to attend for me/us the EGM of the Company to be held at the Gloucester Room, 2nd Floor, Mandarin Oriental, Hong Kong, 5 Connaught Road, Central, Hong Kong on Thursday, 12 day of May 2005 at 11:00 a.m. (or immediately after the annual general meeting of the Company convened on the same date and place shall have been concluded or adjourned) or any adjournment thereof for the purpose of considering and, if thought fit, passing the resolution set out hereunder to vote for me/us and in my/our name(s) as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTION	FOR *(Note 4)*	AGAINST *(Note 4)*
To approve the equity interest transfer agreement (股權轉讓協議) dated 30 March 2005 entered into between Yuan Da International Limited (遠大國際有限公司) ("Yuan Da"), being a wholly-owned subsidiary of the Company, as purchaser, and (神威醫藥科技(廊坊)有限公司) (Shineway Medical Science & Technology (Lang Fang) Co., Ltd.) ("Shineway Lang Fang") as vendor in respect of the acquisition of 20% equity interest in 神威藥業營銷有限公司 (Shineway Pharmaceutical Sales Co., Ltd.) by Yuan Da from Shineway Lang Fang and the consideration for such acquisition under the Equity Interest Transfer Agreement and all transactions contemplated thereunder as well as the terms and conditions thereof.		

Dated the ________ day of ____________ 2005.

Contact Telephone No: ____________ Shareholder's signature *(Note 5)*: ____________

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares of HK$0.10 each of the Company to which this proxy relates and is registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate all the shares of the Company registered in your name(s).
3. Please insert the full name and address of the proxy desired in the space provided. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY**. A Shareholder having more than one Share in the Company may appoint one or more proxies to attend in his stead
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, PLEASE TICK (√) IN THE BOX MARKED "FOR" BESIDE THE RESOLUTION. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE TICK (√) IN THE BOX MARKED "AGAINST" BESIDE THE RESOLUTION.** Failure to complete the boxes will entitle your proxy to cast his vote at his discretion. Your proxy will also be entitle 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 authorized in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer, attorney or other person duly authorized to sign the same.
6. Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either in person or by proxy, in respect of such share as if he was solely entitled thereto; but if more than one of such joint holders be present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
7. To be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy thereof, must be deposited at the Company's principal place of business in Hong Kong at Suite 5201, 52nd Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the EGM (or adjournment thereof).
8. The proxy needs not be a member of the Company but must attend the meeting in person to represent you.
9. Any alternation made in this form of proxy must be initialled by the person who signs it.