



New Chinese Medicine Holdings Limited

新醫藥控股有限公司

(Incorporated in the Cayman Islands with limited liability)

Form of proxy

I/We¹ _____ of being the registered holder(s) of ² _____ ordinary shares of HK\$0.10 each in the share capital of NEW CHINESE MEDICINE HOLDINGS LIMITED (the "Company"), HEREBY APPOINT³ of the chairman of the meeting or _____ of _____ as my/our proxy to vote for me/us at the special general meeting of the Company to be held at Meeting room, 1/F, Wing Fai Shopping Arcade, 52 Wing Kwong Street, Hunghom, Kowloon, on 4th June, 2004 (Friday) at 10:00am for the purpose of considering, and if thought fit, passing the resolution as set out in the notice convening the said meeting and at such meeting, or at any adjournment thereof, to vote for me/us in my/our name(s) in respect of the said resolutions as hereinunder indicated, and , if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTION	FOR ⁴	AGANIST ⁴
To appoint TK Choi And Company and P Tse & Company as joint auditors of the Company to hold office until the conclusion of the next annual general meeting and to authorise the board of directors of the Company to fix the auditors' remuneration.		

Date : _____

Signature ⁶ _____

Notes:

1. Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
2. Please insert the number of shares registered in your name(s) in which the proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
3. If any proxy other than the chairman of the meeting is preferred, strike out the works "the chairman of the meeting or" and insert the name and address of the proxy desired in the space provided. Any alteration made to this form of proxy must be initialed by the person who signs it.
4. IMPORTANT : If you wish to vote for the resolution, tick in the box marked "For". If you wish to vote against the resolution, tick in the box marked "Against". Failure to tick either box will entitle your proxy to cast your vote at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the meeting other than that referred to in the notice convening the meeting.
5. You are requested to lodge 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 thereon, at the office of the Company's branch share registrar in Hong Kong, Standard Registrar Limited, at G/F, BEA Harbour View Center, 56 Gloucester Road, Wan Chai, Hong Kong, not less than 48 hours before the time appointed for the holding of the meeting, or any adjournment thereof.
6. 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 or attorney duly authorized.
7. In the case of joint holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders are 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.
8. A proxy need not be a member of the Company but must attend the meeting in person to represent you.