



**NEW CHINESE MEDICINE HOLDINGS LIMITED**  
**( 新 醫 藥 控 股 有 限 公 司 )**

(Incorporated in the Cayman Islands with limited liability)  
 (Stock Code: 8085)

**FORM OF PROXY**

I/We<sup>(1)</sup>, \_\_\_\_\_,  
 of \_\_\_\_\_,  
 being the registered holder(s) of<sup>(2)</sup> \_\_\_\_\_ shares of HK\$0.04 each in the capital of New Chinese Medicine Holdings Limited (the "Company"), **HEREBY APPOINT**<sup>(3)</sup> the chairman of the meeting or \_\_\_\_\_ of \_\_\_\_\_

\_\_\_\_\_, as my/our proxy to attend and act for me/us at the extraordinary general meeting of the Company to be held at 10:00 a.m. on Tuesday, 18 September 2007 at Room 802, Tower 1, Harbour Centre, 1 Hok Cheung Street, Hungghom, Kowloon, Hong Kong for the purpose of considering, and, if thought fit, passing the resolutions 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 hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit.

RESOLUTION			For <sup>(4)</sup>	Against <sup>(4)</sup>
(1)	(i)	the First Subscription Agreement and all the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;		
	(ii)	the allotment and issue of 150,000,000 First Subscription Shares to the First Subscriber pursuant to the First Subscription Agreement be and is hereby approved; and		
	(iii)	the directors of the Company be and are hereby authorized to sign, execute, perfect, deliver and do all such documents, deeds, acts, matters and things, as the case may be, as they may in their discretion consider necessary desirable or expedient to carry and implement the First Subscription Agreement and all the transactions contemplated thereunder into full effect.		
(2)	(i)	the Second Subscription Agreement and all the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;		
	(ii)	the allotment and issue of 150,000,000 Second Subscription Shares to the Second Subscriber pursuant to the Second Subscription Agreement be and is hereby approved; and		
	(iii)	the directors of the Company be and are hereby authorized to sign, execute, perfect, deliver and do all such documents, deeds, acts, matters and things, as the case may be, as they may in their discretion consider necessary desirable or expedient to carry and implement the Second Subscription Agreement and all the transactions contemplated thereunder into full effect.		

Date : \_\_\_\_\_ Signature<sup>(6)</sup> : \_\_\_\_\_

*Notes:*

- Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
- 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).
- If any proxy other than the chairman of the meeting is preferred, strike out the words "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.**
- 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.
- 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 Company's principal place of business in Hong Kong at Room 802, Tower 1, Harbour Centre, 1 Hok Cheung Street, Hungghom, Kowloon, Hong Kong, not less than 48 hours before the time appointed for the holding of the meeting, or any adjournment thereof.
- 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.
- 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.
- A proxy need not be a member of the Company but must attend the meeting in person to represent you.