



天津泰達生物醫學工程股份有限公司

Tianjin TEDA Biomedical Engineering Company Limited

(a joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 8189)

**FORM OF PROXY FOR CLASS MEETING OF THE HOLDERS OF H SHARES
(OR ANY ADJOURNMENT THEREOF)**

I/We^(Note 1), _____
of _____
being the registered holder(s) of^(Note 2) _____
foreign invested shares (the "H Shares") (as shown in the register of members) of nominal value of RMB0.10 each in the issued share capital of the Tianjin TEDA Biomedical Engineering Company Limited (the "Company"), HEREBY APPOINT the Chairman of the Class Meeting of the holders of H Shares (the "Class Meeting")^(Note 3), or _____
of _____

as my/our proxy to act for me/us and on my/our behalf at the Class Meeting (or at any adjournment thereof) of the Company to be held at 9th Floor, Block A2, Tianda High-Tech Park, No. 80, The 4th Avenue, TEDA, Tianjin, the People's Republic of China (the "PRC") on Friday, 4 July 2014 at 10:00 a.m. (or as soon as the extraordinary general meeting of the Company to be convened at the same date and place at 9:30 a.m. shall conclude or adjourn) for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice convening the Class meeting and at such meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of such resolutions as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit. My/Our proxy will also be entitled to vote on any matter properly put to the Class Meeting (or at any adjournment thereof) in such manner as he/she thinks fit.

Please make a mark in the appropriate boxes below to indicate how you wish your vote(s) to be cast on a poll^(Note 4).

Unless otherwise indicated, capitalised terms used herein shall have the same meaning as those defined in the circular of the Company dated 19 May 2014 (the "Circular").

SPECIAL RESOLUTIONS	FOR	AGAINST
<p>1. "THAT</p> <p>(a) conditional upon the conditions (as set out in the section headed "Conditions of the Transfer of Listing" in the Circular), the proposed transfer of listing (the "Transfer of Listing") of the H Shares from the Growth Enterprise Market (the "GEM") of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") to the main board (the "Main Board") of the Stock Exchange, be and is hereby approved, in all aspects;</p> <p>(b) the Board be and is hereby authorised to do all such acts or things and to take all such steps and execute any documents (and where applicable, to affix the seal of the Company) as it considers necessary, desirable or expedient to effect and implement the Transfer of Listing, including but not limited to:</p> <p>(i) determining the timetable thereof;</p> <p>(ii) making any applications, submissions and reports to the Stock Exchange and (if applicable) China Securities Regulatory Commission for the Transfer of Listing;</p> <p>(iii) entering into any documents/agreements (including but not limited to any agreements for the engagement of the financial or legal advisers); and</p> <p>(iv) executing (with or without amendments) all other documents, submitting for approval or filing any such or related documents, taking all other steps and action as the Board in its opinion considers necessary, desirable or expedient to implement the Transfer of Listing and the transactions contemplated thereunder."</p>		
<p>2. "THAT</p> <p>(a) subject to the passing of the special resolution no.1 above and the approval from the relevant government authorities (if any) and conditional upon the completion of the Transfer of Listing, the amended articles of the Company incorporating the Articles Amendments (as defined in the Circular) be and are hereby adopted as the articles of association of the Company in place of and to the exclusion of the existing articles of association of the Company and be effective after the date of completion of the Transfer of Listing and the listing of and commencement of dealing in H Shares on the Main Board, and that the Board be and is hereby authorised to make further amendments to the same in accordance with the relevant laws and regulations of the PRC and Hong Kong, the Main Board Listing Rules and other requirements of the relevant regulatory authorities; and</p> <p>(b) the Board be and is hereby authorised to do all such acts or things and to take all such steps and to execute any documents (and where applicable, to affix the seal of the Company) as it considers necessary, desirable or expedient to give effect to the Articles Amendments, including but not limited to seeking approval for the amended articles of association of the Company and registering and filing the same with the relevant government authorities of the PRC and Hong Kong, and making further amendments as any governmental authority of the PRC may require."</p>		

Signature^(Note 5) _____

Dated this _____ day of _____ 2014

Notes:

1. Full name(s) and address(es) (as recorded in the register of members) must be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
2. Please insert the number of H Shares registered in your name(s) to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the Shares registered in your name(s).
3. If any proxy other than the Chairman of the Class Meeting is preferred, please strike out the words "the Chairman of the Class Meeting of the holders of H Shares (the "Class Meeting"), or" and insert the full name and address of the proxy desired in the space provided in **BLOCK CAPITALS**. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE CLASS MEETING WILL ACT AS YOUR PROXY.**
4. **IMPORTANT: If you wish to vote for a resolution, tick the box marked "FOR". If you wish to vote against a resolution, tick the box marked "AGAINST". If no direction is given, your proxy may vote or abstain from voting as he/she thinks fit. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Class Meeting other than referred to in the notice convening the Class Meeting.**
5. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be executed either under its common seal or under the hand of a director or other person(s) duly authorised to sign on its behalf.
6. In order to be valid, this proxy form of the holder of the H Shares together with the power of attorney or other authorisation document (if any) shall be deposited by hand or by post at Computershare Hong Kong Investor Services Limited of 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the time for holding the Class Meeting (or the adjourned meeting thereof).
7. In the case of joint registered holders of H Shares, any one of such persons may vote at the Class Meeting, either personally or by proxy, in respect of such H Shares as if he/she were solely entitled thereto; but if more than one of such joint registered holders are present at the meeting, either personally or by proxy, the vote of the person so present whose name stands first on the register of members in respect of such H Shares shall be accepted to the exclusion of the votes of the other joint registered holders.
8. The proxy need not be a member of the Company but must attend the Class Meeting in person to represent you.
9. Completion and return of this form will not preclude you from attending and voting at the Class Meeting if you so wish. If you attend and vote at the Class Meeting, the authority of your proxy will be revoked.
10. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
11. Identification document must be shown by Shareholder(s) or proxies to attend the Class Meeting.