



泰达

天津泰达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 AN EXTRAORDINARY GENERAL MEETING (OR ANY ADJOURNMENT THEREOF)

I/We, ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____ domestic invested shares ("Domestic Shares")/H shares ("H Shares") (as shown in the register of members) 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 Extraordinary General Meeting (the "EGM") ^(Note 3), or _____
of _____ as my/our proxy to act for me/us and on my/our behalf at the EGM (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 Wednesday, 28 December 2016 at 9:30 a.m. for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice convening the EGM 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 EGM 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).

RESOLUTIONS		FOR ^(Note 4)	AGAINST ^(Note 4)
(a)	To approve the ordinary resolution relating to the re-election of Ms. Sun Li as an executive director of the Company		
(b)	To approve the ordinary resolution relating to the re-election of Mr. Hao Zhihui as an executive director of the Company		
(c)	To approve the ordinary resolution relating to the re-election of Mr. Liu Renmu as an executive director of the Company		
(d)	To approve the ordinary resolution relating to the re-election of Mr. Chen Yingzhong as a non-executive director of the Company		
(e)	To approve the ordinary resolution relating to the re-election of Mr. Feng Enqing as a non-executive director of the Company		
(f)	To approve the ordinary resolution relating to the re-election of Mr. Li Ximing as a non-executive director of the Company		
(g)	To approve the ordinary resolution relating to the re-election of Mr. Li Xudong as an independent non-executive director of the Company		
(h)	To approve the ordinary resolution relating to the re-election of Mr. Duan Zhongpeng as an independent non-executive director of the Company		
(i)	To approve the ordinary resolution relating to the re-election of Ms. Gao Chun as an independent non-executive director of the Company		
(j)	To approve the ordinary resolution relating to the re-election of Ms. Yang Chunyan as a supervisor of the Company		
(k)	To approve the ordinary resolution relating to the re-election of Ms. Liu Jinyu as a supervisor of the Company		
(l)	To approve the ordinary resolution relating to the re-election of Mr. Liang Weitao as an independent supervisor of the Company		
(m)	To approve the ordinary resolution relating to the re-election of Ms. Feng Ling as an independent supervisor of the Company		
(n)	To approve the ordinary resolution-the Board be authorized to negotiate the remuneration and the terms and conditions of, and to sign the service contract with each of the proposed Directors and Supervisors on behalf of the Company		
(o)	To approve the special resolution – "THAT Article 20 to the Articles of Association be amended as the followings upon having obtained the approval of the Shareholders of the Company and the fulfilment of filing requirements with the Administration of Industry and Commence:" "Following several times of increase of share capital after its establishment, the Company has issued 1,595,000,000 ordinary shares, including 697,500,000 domestic invested shares that accounted for 43.73% of the total amount of ordinary shares in issue by the Company and 897,500,000 overseas listed foreign shares that accounted for 56.27% of the total amount of ordinary shares in issue by the Company. The share capital structure of the Company is as follows: 1,595,000,000 ordinary shares, in which 697,500,000 shares are issued domestic invested shares, of which 182,500,000 shares held by Tianjin TEDA International Incubator, the promoter, 180,000,000 shares held by Shenzhen Xiangyong Investment Company Limited, 170,000,000 shares held by Shandong Zhinong Fertilizers Company Limited, 120,000,000 shares held by Dongguan Lyve Fertilizers Company Limited, 14,000,000 shares held by Gu Hanqing (顧漢卿), the promoter, 12,000,000 shares held by Guangzhou Wenguan Media Company Limited, 10,000,000 shares held by Beijing Jinbaida Information Technology Company Limited and 9,000,000 shares held by Xie Kehua, the promoter and 897,500,000 shares held by shareholders of overseas listed foreign shares."		

Signature ^(Note 5): _____

Dated this _____ day of _____ 2016

Notes:

- Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- Please insert the number and class of 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).
- If any proxy other than the Chairman of the EGM is preferred, please strike out the words "the Chairman of the Extraordinary General Meeting, or" and insert the name and address of the proxy desired in the space provided in **BLOCK CAPITALS**. IF NO NAME IS INSERTED, THE CHAIRMAN OF THE EGM WILL ACT AS YOUR PROXY.
- 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 EGM other than those referred to in the notice convening the EGM of the holders of the Shares.**
- 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 name.
- In order to be valid, the proxy form of the holder of the H Shares and, if such proxy form is signed by a person under a power of attorney or other authority on your behalf, a notarially certified copy of that power of attorney or authority shall be deposited 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 EGM (or the adjourned meeting thereof) or 24 hours before the time appointed for taking the poll.
- In order to be valid, the proxy form of the holder of the Domestic Shares and, if such proxy form is signed by a person under a power of attorney or other authority on behalf of the appointer, a notarially certified copy of that power of attorney or authority shall be deposited at the registered address of the Company at No. 12 Tai Hua Road, The 5th Avenue, TEDA, Tianjin, the PRC, not less than 24 hours before the time for holding the EGM (or the adjourned meeting thereof) or 24 hours before the time appointed for taking the poll.
- In the case of joint registered holders of any Shares, any one of such persons may vote at the EGM, either personally or by proxy, in respect of such Shares as if he/she was solely entitled thereto; but if more than one of such joint registered holders be present at the meeting, either personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such Shares shall be accepted to the exclusion of the votes of the other joint registered holders.
- The proxy need not be a member of the Company but must attend the EGM in person to represent you.
- Completion and return of this form will not preclude you from attending and voting at the EGM if you so wish. If you attend and vote at the EGM, the authority of your proxy will be revoked.
- ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**