



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 AN EXTRAORDINARY GENERAL MEETING  
(OR ANY ADJOURNMENT THEREOF)

I/We, (Note 1) \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ shares (Note 2) of RMB0.10 each in the share capital of  
Tianjin TEDA Biomedical Engineering Company Limited (the "Company"), HEREBY APPOINT (Notes 3 & 8) the Chairman of the Extraordinary General  
Meeting or \_\_\_\_\_  
of \_\_\_\_\_ as my/our proxy to act for  
me/us at the Extraordinary General Meeting (or at any adjournment thereof) of the Company to be held at 9th Floor, Block A1, Tianda High-Tech Park, No. 80  
The 4th Avenue, TEDA, Tianjin, the People's Republic of China on Thursday, 9 September 2021 at 10:00 a.m. for the purpose of considering and, if thought  
fit, passing the resolutions set out in the notice convening the Extraordinary General Meeting and at such meeting (or at 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.

SPECIAL RESOLUTIONS		FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>
(a)	To approve, ratify and confirm the amended and restated settlement agreement (the "Amended and Restated Settlement Agreement") dated 26 March 2021 entered into among the Company, HONGKONG TEDA Biomedical Investment Limited ("Hong Kong TEDA"), Shu Ju Ku Inc. ("SJK") and Shu Ju Ku Greater China Ltd. ("SJKGC") which shall amend, replace and supersede the agreement dated 16 April 2016 entered into among the Company, SJK and SJKGC in relation to the acquisition of 51% equity interest in SJKGC at a total consideration of US\$27,000,000 and the transactions contemplated thereunder		
(b)	To approve, ratify and confirm the supplemental share purchase agreement (the "Supplemental Share Purchase Agreement") in respect of the share purchase agreement dated 16 April 2016 (as amended and supplemented by two supplemental agreements dated 25 April 2016 and 12 September 2019) dated 26 March 2021 entered into among the Company, SJK and SJKGC and the transactions contemplated thereunder		
(c)	To approve, ratify and confirm the amended and restated shareholders' agreement (the "Amended and Restated Shareholders' Agreement") dated 26 March 2021 entered into among the Company, Hong Kong TEDA, SJK and SJKGC and the transactions contemplated thereunder		
(d)	To approve, ratify and confirm the supplemental lease agreement (the "Supplemental Lease Agreement") dated 1 May 2020 entered into between Guangdong Fulilong Fertilizers Factory Co., Ltd.* (廣東福利龍複合肥有限公司) and Guangdong Lvzhou Ecology Engineering Co., Ltd.* (廣東綠洲生態工程有限公司) and the transactions contemplated thereunder		
(e)	To generally and unconditionally approve, ratify and confirm all actions taken or to be taken by the Company pursuant to the Amended and Restated Settlement Agreement, the Supplemental Share Purchase Agreement, the Amended and Restated Shareholders' Agreement and the Supplemental Lease Agreement		
(f)	THAT any one or more of the directors of the Company (the "Directors") be and is/are hereby authorised to implement and take all steps and do all acts and things and execute all such documents (including under seal, where applicable) which he/she/they consider(s) necessary, desirable or expedient to give effect to the Agreements and the transactions contemplated thereunder and to agree with such variation, amendment or waiver as, in the opinions of the Directors, in the interests of the Company and its shareholders as a whole		

Signature (Note 5) : \_\_\_\_\_

Date: \_\_\_\_\_ 2021

Notes:

- Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**.
- 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 the 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 THE RESOLUTION(S), PLEASE INDICATE WITH A TICK IN THE RELEVANT BOX(ES) MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION(S), PLEASE INDICATE WITH A TICK IN THE RELEVANT BOXES MARKED "AGAINST". FAILURE TO COMPLETE THE BOX WILL ENTITLE YOUR PROXY TO CAST YOUR VOTE AT HIS, HER OR ITS DISCRETION.**
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of corporation, must be either under its common seal or under the hand of an officer or attorney duly authorised.
- In the case of joint holders, this form of proxy must be signed by the member whose name appears first on the register of members.
- In order to be valid, the proxy form of the holder of the H Shares of the Company 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 17 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) or 24 hours before the time appointed for taking the poll.
- In order to be valid, the proxy form of holder of the Domestic Shares of the Company 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 meeting or 24 hours before the time appointed for taking the poll.
- The proxy need not be a member of the Company.
- Completion and delivery of this form of proxy will not preclude you from attending and voting at the EGM (or at adjournment thereof) if you so wish.
- ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE SHAREHOLDERS WHO SIGNED THE FORM.**