



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 CLASS MEETING OF THE HOLDERS OF H SHARES (OR ANY ADJOURNMENT THEREOF)

I/We (Note 1), _____
of _____

foreign invested shares ("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 Monday, 12 September 2016 at 10:00 a.m. (or immediately after the conclusion or adjournment of the class meeting of the holders of domestic invested shares of nominal value of RMB0.10 each of the Company which has been convened to be held at the same place and the same date) 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 25 July 2016.

A SPECIAL RESOLUTION		FOR	AGAINST
(a)	To approve the agreement (the "Agreement") dated 16 April 2016 entered into among the Company as purchaser, Shu Ju Ku Inc. as vendor (the "Vendor"), and Shu Ju Ku Greater China, Ltd. ("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 be and are hereby approved, ratified and confirmed;		
(b)	To approve the supplemental agreement (the "Supplemental Agreement") dated 25 April 2016 entered into among the Company, the Vendor and SJKGC to amend and supplement the Agreement, and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed;		
(c)	To approve the allotment and issue of 100,000,000 new H Shares (the "Consideration Shares") at the issue price of HK\$1.60 per Consideration Share by the Company to the Vendor to settle part of the consideration payable by the Company under the Agreement in accordance with the terms and conditions of the Agreement and all transactions contemplated thereunder be and is hereby approved, confirmed and ratified;		
(d)	To grant, subject to The Listing Division of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Consideration Shares, the directors of the Company (the "Directors") a specific mandate (the "Specific Mandate") to allot and issue the Consideration Shares pursuant to the Agreement;		
(e)	To authorise the Directors to amend the Articles of Association of the Company and complete all relevant registration and filing procedures as the Directors think fit so as to reflect the new capital structure of the Company upon the exercise of power to allot, issue and deal with the H Shares as conferred under paragraph (d) above;		
(f)	To approve all transactions contemplated thereunder or incidental to or in connection with the Specific Mandate, and all actions taken or to be taken by the Company pursuant to the Agreement and the Supplemental Agreement, be and are hereby generally and unconditionally approved, ratified and confirmed; and		
(g)	To authorise any one or more Director(s) 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 Specific Mandate, the Agreement and the Supplemental Agreement and the transactions contemplated thereunder and to agree with such variation, amendment or waiver as, in the opinion of the Directors, in the interests of the Company and its shareholders as a whole.		

Signature (Note 5) _____

Dated this _____ day of _____ 2016

Notes:

- 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.
- 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).
- 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.**
- 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.**
- 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 executed either under its common seal or under the hand of a director or other person(s) duly authorized to sign on its behalf.
- 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).
- 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.
- The proxy need not be a member of the Company but must attend the Class Meeting in person to represent you.
- 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.
- ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- Identification document must be shown by Shareholder(s) or proxies to attend the Class Meeting.