



## 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 EXTRAORDINARY GENERAL MEETING (OR ANY ADJOURNMENT THEREOF)

I/We (Note 1) \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of (Note 2) \_\_\_\_\_ shares (the "Shares") of RMB0.10 each in the share capital of the Tianjin TEDA Biomedical Engineering Company Limited (the "Company"), HEREBY APPOINT the Chairman of the Extraordinary General Meeting (Note 3), or \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to act for me/us and on my/our behalf at the extraordinary general meeting (or at any adjournment thereof) of the Company (the "Extraordinary General Meeting") 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 Tuesday, 28 December 2010 for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice convening the Extraordinary General 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 Extraordinary General Meeting in such manner as he/she thinks fit.

| RESOLUTIONS |  | FOR<br>(Note 4) | AGAINST<br>(Note 4) |
|-------------|--|-----------------|---------------------|
| 1.          | To approve an ordinary resolution – To re-elect Mr. Wang Shuxin as an executive director of the Company  |                 |                     |
| 2.          | To approve an ordinary resolution – To re-elect Mr. Xie Kehua as an executive director of the Company  |                 |                     |
| 3.          | To approve an ordinary resolution – To re-elect Mr. Hao Zhihui as an executive director of the Company   |                 |                     |
| 4.          | To approve an ordinary resolution – To re-elect Mr. Feng Enqing as a non-executive director of the Company   |                 |                     |
| 5.          | To approve an ordinary resolution – To re-elect Mr. Xie Guangbei as a non-executive director of the Company  |                 |                     |
| 6.          | To approve an ordinary resolution – To elect Mr. Wei Jingquan as a non-executive director of the Company   |                 |                     |
| 7.          | To approve an ordinary resolution – To elect Mr. Cao Kai as an independent non-executive director of the Company   |                 |                     |
| 8.          | To approve an ordinary resolution – To re-elect Mr. Guan Tong as an independent non-executive director of the Company  |                 |                     |
| 9.          | To approve an ordinary resolution – To re-elect Mr. Wu Chen as an independent non-executive director of the Company  |                 |                     |
| 10.         | To approve an ordinary resolution – To re-elect Mr. Zhao Tingying as a supervisor of the Company   |                 |                     |
| 11.         | To approve an ordinary resolution – To elect Ms. Yang Chunyan as a supervisor of the Company   |                 |                     |
| 12.         | To approve an ordinary resolution – To re-elect Mr. Gao Xianbiao as an independent supervisor of the Company   |                 |                     |
| 13.         | To approve an ordinary resolution – To re-elect Mr. Zhao Kuiying as an independent supervisor of the Company   |                 |                     |
| 14.         | To approve an ordinary resolution – To negotiate and fix the remuneration and the terms and conditions of, and to sign the service contract with the proposed directors and supervisors on behalf of the Company |                 |                     |

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

Date \_\_\_\_\_ 2010

Notes:

1. Full name(s) and address(es) must be inserted in BLOCK CAPITALS. The names of all joint registered holders should be stated.
2. Please insert the number 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 Shares registered in your name(s).
3. If any proxy other than the Chairman of the Extraordinary General Meeting 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 CAPITAL. IF NO NAME IS INSERTED, THE CHAIRMAN OF THE EXTRAORDINARY GENERAL MEETING WILL ACT AS YOUR PROXY.
4. **IMPORTANT: If you wish to vote for the resolution, tick in the box marked "FOR". If you wish to vote against a resolution, tick in the box marked "AGAINST". If no direction is given, your proxy may vote or abstain as he/she thinks fit. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Extraordinary General Meeting other than referred to the notice convening the Extraordinary General Meeting of the holders of the Shares.**
5. 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.
6. 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 Rooms 1806-7, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the time for holding the Extraordinary General Meeting (or the adjourned meeting) or 24 hours before the time appointed for taking the poll.
7. 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 Extraordinary General Meeting (or the adjourned meeting) or 24 hours before the time appointed for taking the poll.
8. In the case of joint registered holders of any Shares, any one of such persons may vote at the meeting, 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.
9. The proxy need not be a member of the Company but must attend the meeting in person to represent you.
10. Completion and return of this form will not preclude you from attending and voting at the meeting if you so wish. If you attend and vote at the meeting, the authority of your proxy will be revoked.
11. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**