



China Wah Yan Healthcare Limited

中國華仁醫療有限公司

(incorporated in Hong Kong with limited liability)

(Stock Code: 648)

PROXY FORM

Form of proxy for use by shareholders at the extraordinary general meeting (the “Meeting”) to be convened at Suites 903–905, 9/F, Shui On Centre, 6–8 Harbour Road, Wanchai, Hong Kong on Monday, 9 May 2016 at 1:30 p.m.

I/We ^(note a) _____ of _____
_____ being the holder(s) of _____ ^(note b) shares of
China Wah Yan Healthcare Limited (the “Company”) hereby appoint the Chairman of the Meeting or _____
_____ of _____

to act as my/our proxy ^(note c) at the Meeting of the Company to be held at Suites 903–905, 9th Floor, Shui On Centre, 6–8 Harbour Road, Wanchai, Hong Kong on Monday, 9 May 2016 at 1:30 p.m. and at any adjournment thereof and to vote on my/our behalf as directed below.

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

Terms used herein shall have the same meaning as ascribed to such term in the Notice of the Meeting included in the circular of the Company dated 20 April 2016 unless the context herein expressly requires otherwise.

ORDINARY RESOLUTION		FOR	AGAINST
1.	To approve (i) the acquisition pursuant to the voluntary conditional securities exchange offer (the “Offers”) by the Company to acquire all the issued shares in the capital of Rui Kang Pharmaceutical Group Investments Limited (“Rui Kang”) (other than those already owned by the Company and parties acting in concert with it) and to cancel all of the outstanding share options granted by Rui Kang; (ii) the allotment and issue of new ordinary shares of the Company as consideration shares under the Offers in accordance with the proposed terms and conditions of the Offers; and (iii) to authorise the Directors to do all such further acts and things and to sign and execute all such other or further documents (if any) and take all such steps which in the opinion of the Directors as may be necessary, appropriate, desirable or expedient to implement and/or give effect to the transactions set out above.		

* The full text of the resolution is set out in the Notice of the Meeting.

Dated the _____ day of _____ 2016 Shareholder’s signature _____ ^(notes e, f, g and h)

Notes:

- a Full name(s) and address(es) are to be inserted in BLOCK CAPITALS.
- b Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- c A shareholder entitled to attend and vote at the above meeting is entitled to appoint one proxy or, if he/she/it is a holder of more than one share, more proxies to attend and vote instead of him/her/it. A proxy need not be a member of the Company. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words “the Chairman of the Meeting or” and insert the name and address of the person appointed proxy in the space provided.
- d If you wish to vote for the resolution set out above, please tick (“√”) the box(es) marked “For”. If you wish to vote against the resolution, please tick (“√”) the box(es) marked “Against”. If this form returned is duly signed but without specific direction on any of the proposed resolution, the proxy will vote or abstain at his discretion in respect of all resolution; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his discretion. A proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those set out in the notice convening the Meeting.
- e In the case of a joint holding, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the Meeting, whether in person or by proxy, that one of the joint holder whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- f The form of proxy must be signed by a shareholder, or his attorney duly authorised in writing, or if the shareholder is a corporation, either under its common seal or under the hand of an officer or attorney so authorised.
- g To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited at the registered office of the Company at 36/F., Times Tower, 391–407 Jaffe Road, Wanchai, Hong Kong not later than 48 hours before the time of the Meeting or any adjourned Meeting.
- h Any alteration made to this form should be initialled by the person who signs the form.

This document is prepared in both English and Chinese. In the event of inconsistency, the English text of this document shall prevail over the Chinese text.