



# BROAD INTELLIGENCE INTERNATIONAL PHARMACEUTICAL HOLDINGS LIMITED

博智國際藥業控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1149)

## Form of proxy for use at the Extraordinary General Meeting to be held on 13 October 2009

I/We<sup>1</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of<sup>2</sup> \_\_\_\_\_ Shares of HK\$0.10 each in the capital of  
BROAD INTELLIGENCE INTERNATIONAL PHARMACEUTICAL HOLDINGS LIMITED ("the Company"), HEREBY APPOINT<sup>3</sup>  
\_\_\_\_\_ of

or failing him, the Chairman of the meeting as my/our proxy to attend and vote for me/us and on my/our behalf at the Extraordinary General Meeting (or at any adjournment thereof) of the Company to be held at Plaza 1-2, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on 13 October 2009 at 10:00 a.m. for the purpose of considering the businesses as set out in the notice convening the said meeting (or any adjournment thereof) (the "Notice") and to vote for me/us in my/our name(s) in respect of the proposed resolutions in the manner as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit.

RESOLUTIONS		FOR <sup>4</sup>	AGAINST <sup>4</sup>
1.	To approve, ratify and confirm the share transfer agreement dated 31 August 2009, the supplemental agreement dated 4 September 2009 and the transactions contemplated thereunder, which include but not limited to (i) the allotment and issue of 131,000,000 ordinary shares of par value HK\$0.10 each in the share capital of the Company (the "Shares") credited as fully paid by the Company (the "Consideration Shares"); (ii) the issue of the non-listed tranche 1 convertible note in the principal amount of HK\$889,850,000 and the non-listed tranche 2 convertible note in the principal amount of HK\$290,000,000 by the Company (the "Convertible Note"); (iii) the allotment and issue of new shares to holder(s) of the convertible note upon exercise of the conversion rights attached thereto (the "Conversion Shares"); and (iv) the entering into the deed of indemnity, the assignment of loan, and the escrow agreement substantially in such forms as attached to the schedules to the said share transfer agreement (as more particularly described in the resolution no. 1 in the Notice).		
2.	To approve the increase of the authorised share capital of the Company from HK\$200,000,000 divided into 2,000,000,000 Shares to HK\$400,000,000 divided into 4,000,000,000 Shares by the creation of 2,000,000,000 new Shares in the capital of the Company (as more particularly described in the resolution no. 2 in the Notice).		
3.	To grant the directors of the Company a specific mandate to allot, issue and deal with the Consideration Shares and the Conversion Shares (as more particularly described in the resolution no. 3 in the Notice).		

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2009

Signature(s)<sup>5</sup>: \_\_\_\_\_

### Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
2. 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 of the Company registered in your name(s).
3. Insert in **BLOCK CAPITALS** the name and address of the proxy desired in the space provided. If no name is inserted, the Chairman of the meeting will act as your proxy. Any member entitled to attend and vote at the meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a member of the Company. Any alteration made to this form of proxy must be initialled by the person who signs it.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK IN THE BOX MARKED "AGAINST".** Failure to complete the box will entitle your proxy to cast your vote at his/her discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to in the Notice.
5. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be signed under the hand of an officer duly authorised on that behalf together with a company chop.
6. In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose seniority will be determined by the order in which the names stand in the register of members.
7. To be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority, must be deposited at Tricor Standard Limited at 26th Floor., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding of the meeting or any adjournment thereof.
8. Completion and delivery of the form of proxy will not preclude you from attending and voting at the meeting or any adjournment thereof if you so wish.