



Lee's Pharmaceutical Holdings Limited

李氏大藥廠控股有限公司*

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 950)

Form of proxy for use at the Annual General Meeting to be held on 12 May 2014

I/We ^(Note 1) _____
of _____

being the registered holder(s) of _____ shares ^(Note 2) of HK\$0.05 each in the share capital of Lee's Pharmaceutical Holdings Limited (the "Company"), hereby appoint the chairman of the meeting or failing him/her, ^(Note 3)

of _____
and/or _____ of _____

as my/our proxy to attend and vote for me/us and on my/our behalf at the annual general meeting of the Company (the "Meeting") to be held at Unit 102, Bio-Informatics Centre, No. 2 Science Park West Avenue, Hong Kong Science Park, Shatin, Hong Kong on 12 May 2014 at 3:00 p.m. (or at any adjournment thereof) for the purposes of considering and, if thought fit, passing the resolutions as set out in the notice convening the Meeting and at the Meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below ^(Note 4).

RESOLUTIONS		FOR ^(Note 4)	AGAINST ^(Note 4)
1.	To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and the auditors for the year ended 31 December 2013.		
2.	To declare the final dividend for the year ended 31 December 2013.		
3.	(A) To re-elect Ms. Lee Siu Fong as director.	(A)	(A)
	(B) To re-elect Mr. Mauro Bove as director.	(B)	(B)
	(C) To re-elect Mr. Lam Yat Cheong as director.	(C)	(C)
	(D) To authorise the board of directors to fix the directors' remuneration.	(D)	(D)
4.	To re-appoint HLM CPA Limited as auditors and to authorise the board of directors to fix their remunerations.		
5.	(A) To grant a general mandate to the directors to issue, allot and deal with additional shares not exceeding 20% of the issued share capital of the Company at the date of passing this resolution.	(A)	(A)
	(B) To grant a general mandate to the directors to repurchase the Company's shares not exceeding 10% of the issued share capital of the Company at the date of passing this resolution.	(B)	(B)
	(C) To extend the general mandate granted to the directors to issue, allot and deal with additional shares in the capital of the Company by the number of shares repurchased.	(C)	(C)

Dated: _____ 2014

Signature ^(Note 5): _____

Notes:

- Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
- 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).
- If any proxy other than the Chairman is preferred, delete the words "the chairman of the meeting or failing him/her" here and insert the name and address of the proxy desired in the space provided. A member of the Company who is the holder of two or more shares may appoint more than one proxy to attend and vote on his behalf at the Meeting provided that if more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed. IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTIONS, PLEASE TICK IN THE APPROPRIATE BOXES MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTIONS, TICK IN THE APPROPRIATE BOXES MARKED "AGAINST". Failure to tick any or all the boxes will entitle your proxy to cast his votes at his 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 convening the Meeting.
- 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 either executed under its common seal or under the hand of an officer, attorney or other person authorised to sign the same.
- On a poll every member of the Company present in person or by proxy or, in the case of a member of the Company being a corporation, by its duly authorised representative, shall have one vote for every fully paid share for which he is the holder.
- In the case of joint holders, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share(s) as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the meeting, personally or by proxy, the vote of the senior who tenders a vote, 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 of the Company.
- To be valid, this form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed or notarially certified copy thereof, must be deposited to the share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
- The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the Meeting if you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

* For identification purpose only