



廣州白雲山醫葯集團股份有限公司

GUANGZHOU BAIYUNSHAN PHARMACEUTICAL HOLDINGS CO., LTD.

(a joint stock company with limited liability established in the People's Republic of China)

(H Share Stock Code: 0874)

Second Form of Proxy for the Second Extraordinary General Meeting in 2019

The number of shares to which this Proxy Form relates ^{Note (1)}	
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I/We ^{Note (2)} _____
of _____
hereby appoint the chairman of the EGM (as defined below) or Mr./Ms. ^{Note (3)} _____
as my/our proxies to attend and vote on my/our behalf at the second Extraordinary General Meeting in 2019 ("EGM") of Guangzhou Baiyunshan Pharmaceutical Holdings Company Limited (the "Company") to be held at 45 Sha Mian North Street, Liwan District, Guangzhou City, Guangdong Province, the People's Republic of China on 12 November 2019 (Tuesday) at 10:00 a.m.

(Please indicate clearly your choice of 'for', 'against' or 'abstain' on the following resolutions using the mark "X")

Ordinary Resolutions		For ^{Note (4)}	Against ^{Note (4)}	Abstain ^{Note (4)}
1.	Resolution on approving Guangzhou Pharmaceuticals Corporation (廣州醫葯有限公司), a subsidiary of the Company, to conduct asset-backed securitization of accounts receivable			
2.	Resolution on approving Guangzhou Pharmaceuticals Corporation (廣州醫葯有限公司), a subsidiary of the Company, to apply for additional general banking facilities			
3.	Resolution in relation to the emoluments to be paid to Mr. Cai Ruiyu for year 2019, who is the newly elected supervisor representing the employees of the Company			

Signature of the Appointor ^{Note (5)}: _____

Identity card number of the Appointor: _____

Number of A shares/H shares held by the Appointor ^{Note (6)}: _____

Shareholder account number of the Appointor: _____

Signature of the Proxy ^{Note (5)}: _____

Identity card number of the Proxy: _____

Date: _____, 2019

Notes:

- Please insert the number of A shares/H shares registered in your name(s) and to which the second form of proxy relates. If no such number is inserted, this second form of proxy shall be deemed to be related to all the shares of the Company registered in your name(s).
- Please write in block letters the full name(s) and address(es) as registered in the register of members.
- If any person other than the chairman of the meeting is preferred, strike out "the chairman of the EGM (as defined below) or" and insert the full name(s) of proxy (ies) in the space provided in block letters. Shareholders may appoint one or more proxies to attend the EGM and to vote thereat. The proxy(ies) need(s) not be shareholder(s) of the Company. Any alteration made herein must be initialed by the signatory(ies).
- Please note that if you would like to vote for any resolution, you should put "X" in the "For" column. If you would like to vote against any resolution, you should put "X" in the "Against" column. If you would like to abstain from any resolution, you should put "X" in the "Abstain" column. If no instruction is given, the proxy(ies) is/are authorized to vote at his/her/their discretion.
- This second form of proxy or other power of attorney must be duly signed by you or your attorney duly authorized in writing. If the appointor is a legal person, the proxy form shall be affixed with the seal of the legal person or signed by its director(s) or duly authorized representative(s). If the appointor is a joint holder, this second form of proxy shall be signed by the shareholder whose name stands first among such joint shareholders in the register of members.
- Please insert the number of A shares/H shares registered in your name(s) and delete where not applicable.
- If this second form of proxy is signed by a person who is authorized by the appointor, the power of attorney or other authority under which it is signed must be notarized by a notary public. In order to be valid, such notarized power of attorney or other authority together with this proxy form must be deposited at the office address of the Company (for holders of A shares) or the office address of the Company's H Share Registrar, namely Hong Kong Registrars Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (for holders of H shares) not less than 24 hours before the time appointed for the holding of the EGM.
- Holders of H Shares who have lodged the first form of proxy issued on 24 September 2019 with the Company should note that:
 - If the second form of proxy is lodged with the office of the Company's H Share Registrar 24 hours prior to the time designated for holding the EGM (the "Closing Time"), the second form of proxy will revoke and supersede the first form of proxy previously lodged by him/her. The second form of proxy will be treated as a valid form of proxy lodged by the holder of H Share(s) if correctly completed and signed and returned in accordance with the instructions printed thereon.
 - If no second form of proxy is lodged with the office of the Company's H Share registrar as at the Closing Time, the first form of proxy will be treated as a valid form of proxy lodged by the holder of H Share(s) if correctly completed. The proxy so appointed by the holder of H Share(s) will be entitled to vote at his/her discretion or to abstain from voting on any resolution properly put to the EGM including the resolution(s) set out in this second form of proxy.
- This second form of proxy shall not preclude the appointor to attend the EGM in person and to vote thereat. In such event, the appointment of the original proxy(ies) will be void.
- The resolutions set out in this second form of proxy are by way of summary only. Please refer to the notice and the supplemental notice of the EGM for the full text of these resolutions.
- All times stated refer to Hong Kong time.