



# 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)

## Proxy Form for the First Extraordinary General Meeting in 2020

The number of shares to which this Proxy Form relates <sup>Note (1)</sup>	
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I/We <sup>Note (2)</sup> \_\_\_\_\_

of \_\_\_\_\_

hereby appoint the chairman of the EGM (as defined below) or Mr./Ms. <sup>Note (3)</sup> \_\_\_\_\_ as my/our proxies to attend and vote on my/our behalf at the first extraordinary general meeting in 2020 (the "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 13 January 2020 (Monday) 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 <sup>Note (4)</sup>	Against <sup>Note (4)</sup>	Abstain <sup>Note (4)</sup>
1	Resolution on amendments to the rules of procedures of the Board of Directors of the Company			
2	Resolution on change in the auditor of the Company for year 2019			
3	Resolution on change in the auditor for the internal control of the Company for year 2019			
Special Resolution		For <sup>Note (4)</sup>	Against <sup>Note (4)</sup>	Abstain <sup>Note (4)</sup>
4	Resolution on amendment to the Articles of Association of the Company			
Election of a member of the seventh session of the Board by way of cumulative poll <sup>Note (5)</sup>		For <sup>Note (5)</sup> (Number of votes)	Against <sup>Note (5)</sup> (Number of votes)	
5	Resolution on the by-election of Mr. Yang Jun as an executive director of the seventh session of the Board of the Company and the emoluments to be paid to him as a director			
Election of a member of the seventh session of the Board by way of cumulative poll <sup>Note (5)</sup>		For <sup>Note (5)</sup> (Number of votes)	Against <sup>Note (5)</sup> (Number of votes)	
6	Resolution on the by-election of Mr. Cheng Jinyuan as a supervisor representing shareholders of the seventh session of the supervisory committee of the Company and the emoluments to be paid to him as a supervisor			

Signature of the Appointor <sup>Note (6)</sup>: \_\_\_\_\_

Identity card number of the Appointor: \_\_\_\_\_

Number of A shares/H shares held by the Appointor <sup>Note (7)</sup>: \_\_\_\_\_

Shareholder account number of the Appointor: \_\_\_\_\_

Signature of the Proxy <sup>Note (6)</sup>: \_\_\_\_\_

Identity card number of the Proxy: \_\_\_\_\_

Date: \_\_\_\_\_

*Notes:*

1. Please insert the number of A shares / H shares registered in your name(s) and to which the proxy form relates. If no such number is inserted, this proxy form will be deemed to be related to all the shares of the Company registered in your name(s).
2. Please write in block letters the full name(s) and address(es) as registered in the register of members.
3. 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).
4. 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 (votes of "abstain" will not be counted as votes of "for"). 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 note does not apply to Resolutions No. 5 and No. 6.
5. APPLICATION OF CUMULATIVE VOTING METHOD IN THE ELECTION OF DIRECTOR AND SUPERVISOR

In accordance with the Articles of Association, the Company will adopt the cumulative voting method to voting and calculation of the voting results. As there are only one director and one supervisor to be elected, the number of votes that you are entitled to is equal to the number of shares that you hold. You may cast all the votes that you are entitled to or part of them. If the votes that you cast are less than what you are entitled to, you will be deemed to have abstained from voting in respect of the difference between the numbers of votes that you cast and the votes that you are entitled to cast.

The example set out below explains the operation of the cumulative voting method. If you hold 1,000,000 shares of the Company and the number of director and supervisor to be elected is one, respectively, you will have 1,000,000 votes (1,000,000 shares x 1 = 1,000,000 votes) in respect of resolutions No. 5 and No. 6, respectively. You may cast all 1,000,000 votes or only part of them and cast your votes as described below: (1) you may cast all your 1,000,000 votes or any part of them on either "for" or "against". Should you cast a total of less than 1,000,000 votes, you will be deemed to have abstained from voting in respect of the difference; or (2) you may cast all your 1,000,000 votes or such number of votes below 1,000,000 and in each case allocate such number of votes as you wish on "for" and "against" simultaneously, and should you cast a total of less than 1,000,000 votes, you will be deemed to have abstained from voting in respect of the difference.

Resolutions No. 5 and No. 6 will be considered as having been passed if more than half of the voting rights (simple majority without cumulative counting) were cast for them by the shareholders (or their proxies) attending the AGM.

6. This proxy form 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 must 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 proxy form must be signed by the shareholder whose name stands first among such joint shareholders in the register of members.
7. Please insert the number of A shares / H shares registered in your name(s) and delete where not applicable.
8. If this proxy form 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.
9. This proxy form 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.
10. The resolutions set out in this proxy form are by way of summary only. Please refer to the notice of the EGM for the full text of these resolutions.
11. All times stated refer to Hong Kong time.