



# 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 2019 Annual General Meeting

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

of \_\_\_\_\_

hereby appoint the chairman of the AGM (as defined below) or Mr./Ms. Note (3) \_\_\_\_\_

as my/our proxies to attend and vote on my/our behalf at the 2019 annual general meeting (including its adjournment) ("AGM") 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 Monday, 29 June 2020 at 10:00 a.m.

Special Resolutions		For <small>Note (4)</small>	Against <small>Note (4)</small>	Abstain <small>Note (4)</small>
1	Resolution on amendments to the Articles of Association of Guangzhou Baiyunshan Pharmaceutical Holdings Company Limited			
2	Resolution on granting a general mandate to the Board for issuing new shares of the Company			
Ordinary Resolutions		For <small>Note (4)</small>	Against <small>Note (4)</small>	Abstain <small>Note (4)</small>
3	Annual Report and its summary for year 2019			
4	Report of the Board for year 2019			
5	Report of the supervisory committee of the Company for year 2019			
6	Financial report of the Company for year 2019			
7	Auditors' report of the Company for year 2019			
8	Proposal on profit distribution and dividend payment of the Company for year 2019			
9	Resolutions on the emoluments to be paid to the directors of the 7th session of the Board of the Company for year 2020:			
9.1	Resolution on the emoluments to be paid to Mr. Li Chuyuan (the Chairperson of the Board) for year 2020			
9.2	Resolution on the emoluments to be paid to Ms. Cheng Ning (the Vice Chairperson of the Board) for year 2020			
9.3	Resolution on the emoluments to be paid to Mr. Yang Jun (an executive director) for year 2020			
9.4	Resolution on the emoluments to be paid to Ms. Liu Juyan (an executive director) for year 2020			
9.5	Resolution on the emoluments to be paid to Mr. Li Hong (an executive director) for year 2020			
9.6	Resolution on the emoluments to be paid to Mr. Wu Changhai (an executive director) for year 2020			
9.7	Resolution on the emoluments to be paid to Mr. Zhang Chunbo (an executive director) for year 2020			
9.8	Resolution on the emoluments to be paid to Mr. Chu Xiaoping (an independent non-executive director) for year 2020			
9.9	Resolution on the emoluments to be paid to Mr. Jiang Wenqi (an independent non-executive director) for year 2020			
9.10	Resolution on the emoluments to be paid to Mr. Wong Hin Wing (an independent non-executive director) for year 2020			
9.11	Resolution on the emoluments to be paid to Ms. Wang Weihong (an independent non-executive director) for year 2020			
10	Resolutions on the emoluments to be paid to the supervisors of the 7th session of the supervisory committee of the Company for year 2020:			
10.1	Resolution on the emoluments to be paid to Mr. Cai Ruiyu (the Chairperson of the supervisory committee) for year 2020			
10.2	Resolution on the emoluments to be paid to Ms. Gao Yanzhu (a supervisor) for year 2020			
10.3	Resolution on the emoluments to be paid to Mr. Cheng Jinyuan (a supervisor) for year 2020			

Ordinary Resolutions		For <sup>Note (4)</sup>	Against <sup>Note (4)</sup>	Abstain <sup>Note (4)</sup>
11	Resolution on the amounts of guarantees to be provided by the Company to secure bank loans for some of its subsidiaries			
12	Resolution on the application by the Company for general banking facilities not exceeding RMB4 billion			
13	Resolution on the entrusted borrowing and entrusted loans business between the Company and its subsidiaries			
14	Resolution on the application for the amounts of bank borrowing by Guangzhou Pharmaceutical Corporation (the name of which has been changed to "Guangzhou Pharmaceutical Company Limited"), a subsidiary of the Company, and the amounts of guarantees to be provided by it to secure the bank loans for some of its subsidiaries			
15	Resolution on the proposed cash management of part of the temporary idle internal funds of the Company and its subsidiaries			
16	Resolution on amendments to the rules of procedures of the shareholders meetings of the Company			

Signature of the Appointor <sup>Note (5)</sup>: \_\_\_\_\_

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

Number of A shares/H shares held by the Appointor <sup>Note (6)</sup>: \_\_\_\_\_

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

Signature of the Proxy <sup>Note (5)</sup>: \_\_\_\_\_

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

Date: \_\_\_\_\_, 2020

*Notes:*

- Please insert the number of A shares/H shares registered in your name(s) and to which this proxy form relates. If no such number is inserted, this proxy form 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 AGM is preferred, strike out "the chairman of the AGM (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 AGM 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 (abstain votes will not be counted as voting "for"). If no instruction is given, the proxy(ies) is/are authorized to vote at his/her/their discretion.
- 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, this 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 proxy form 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 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 AGM in order to be valid.
- This proxy form shall not preclude the appointor to attend the AGM 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 proxy form are by way of summary only. Please refer to the notice of the AGM for the full text of these resolutions.
- All times stated refer to Hong Kong time.