



# 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 Proxy Form for the 2019 Annual General Meeting

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 AGM (as defined below) or Mr./Ms. <sup>Note (3)</sup> \_\_\_\_\_ 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 <sup>Note (4)</sup>	Against <sup>Note (4)</sup>	Abstain <sup>Note (4)</sup>
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 <sup>Note (4)</sup>	Against <sup>Note (4)</sup>	Abstain <sup>Note (4)</sup>
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			

<b>Ordinary Resolutions</b>		<b>For</b> <small>Note (4)</small>	<b>Against</b> <small>Note (4)</small>	<b>Abstain</b> <small>Note (4)</small>
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			
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 internal idle funds of the Company and its subsidiaries			
16	Resolution on amendments to the rules of procedures of the shareholders meetings of the Company			
17	Resolution in relation to the emoluments to be paid to Mr. Cai Ruiyu, a supervisor representing the employees of the 8th session of the Supervisory Committee of the Company, for year 2020			
Election of the members of the 8th session of the Board and the 8th session of the Supervisory Committee by way of cumulative poll <small>(Notes 4 &amp; Note 5)</small> .				
18	Resolution on the election of executive directors of the 8th session of the Board of the Company and the emoluments to be paid for year 2020:	<b>For</b> <small>Note (5)</small> <b>(number of votes)</b>	<b>Against</b> <small>Note (5)</small> <b>(number of votes)</b>	
	18.1 Resolution on the election of Mr. Li Chuyuan as an executive director of the 8th session of the Board of the Company and the emoluments to be paid to him for year 2020			
	18.2 Resolution on the election of Mr. Yang Jun as an executive director of the 8th session of the Board of the Company and the emoluments to be paid to him for year 2020			
	18.3 Resolution on the election of Ms. Cheng Ning as an executive director of the 8th session of the Board of the Company and the emoluments to be paid to her for year 2020			
	18.4 Resolution on the election of Ms. Liu Juyan as an executive director of the 8th session of the Board of the Company and the emoluments to be paid to her for year 2020			
	18.5 Resolution on the election of Mr. Li Hong as an executive director of the 8th session of the Board of the Company and the emoluments to be paid to him for year 2020			
	18.6 Resolution on the election of Mr. Wu Changhai as an executive director of the 8th session of the Board of the Company and the emoluments to be paid to him for year 2020			
	18.7 Resolution on the election of Mr. Zhang Chunbo as an executive director of the 8th session of the Board of the Company and the emoluments to be paid to him for year 2020			

19	Resolution on the election of independent non-executive directors of the 8th session of the Board of the Company and the emoluments to be paid for year 2020:	<b>For</b> <sup>Note (5)</sup> (number of votes)	<b>Against</b> <sup>Note (5)</sup> (number of votes)
	19.1 Resolution on the election of Mr. Wong Hin Wing as an independent non-executive director of the 8th session of the Board of the Company and the emoluments to be paid to him for year 2020		
	19.2 Resolution on the election of Ms. Wang Weihong as an independent non-executive director of the 8th session of the Board of the Company and the emoluments to be paid to her for year 2020		
	19.3 Resolution on the election of Mr. Chen Yajin as an independent non-executive director of the 8th session of the Board of the Company and the emoluments to be paid to him for year 2020		
	19.4 Resolution on the election of Mr. Huang Min as an independent non-executive director of the 8th session of the Board of the Company and the emoluments to be paid to him for year 2020		
20	Resolution on the election of the 8th session of the Supervisory Committee of the Company and the emoluments to be paid for year 2020:	<b>For</b> <sup>Note (5)</sup> (number of votes)	<b>Against</b> <sup>Note (5)</sup> (number of votes)
	20.1 Resolution on the election of Ms. Gao Yanzhu as a supervisor representing the shareholders of the 8th session of the Supervisory Committee of the Company and the emoluments to be paid to her for year 2020		
	20.2 Resolution on the election of Mr. Cheng Jinyuan as a supervisor representing the shareholders of the 8th session of the Supervisory Committee of the Company and the emoluments to be paid to him for year 2020		

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

**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 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.
- Application of cumulative voting method in the election of directors and supervisors

Resolutions Nos. 18.1 to 18.7 are the sub-resolutions under resolution No. 18 ("Resolution on the election of executive directors of the 8th session of the Board of the Company and the emoluments to be paid for year 2020"), resolutions Nos. 19.1 to 19.4 are the sub-resolutions under resolution No. 19 ("Resolution on the election of independent non-executive directors of the 8th session of the Board of the Company and the emoluments to be paid for year 2020") and resolutions 20.1 to 20.2 are the sub-resolutions under resolution No. 20 ("Resolution on the election of the 8th session of the Supervisory Committee of the Company and the emoluments to be paid for year 2020"). In relation to both the election of directors and supervisors, the Company adopts a way of election under which the number of candidates is equal to the seats available and, in accordance with the articles of association of the Company, adopts cumulative poll in counting the votes and determining the poll results.

In respect of sub-resolutions Nos.18.1 to 18.7, each share held by you shall have the number of votes equal to the number of the executive directors to be elected (i.e. seven). In respect of sub-resolutions Nos.19.1 to 19.4, each share held by you shall have the number of votes equal to the number of the independent non-executive directors to be elected (i.e. four). For instance, if you hold one million shares of the Company and the number of

the executive directors to be elected is seven, the total number of voting shares held by you in respect of sub-resolutions Nos. 18.1 to 18.7 is seven million shares (i.e. one million shares x 7 = seven million shares), and the total number of voting shares in respect of sub-resolutions Nos. 19.1 to 19.4 is four million shares (i.e. one million shares x 4 = four million shares).

Please note that you may cast the number of votes which equals to the number of shares held by you for each candidate for executive directors; you may also cast the total number of votes represented by each share held by you which equals to the number of candidates to be elected for one candidate; or you may cast some of the votes represented by each share held by you which equals to the number of directors to be elected for certain candidates (but not all), respectively. The above explanation applies to the election of independent non-executive directors and the election of supervisors.

After you have cast the total number of votes represented by each share held by you on one or more candidates, you shall no longer have any voting rights.

Please pay particular attention to the following:

- (a) if the total number of votes that you cast equals to, or less than, the voting rights represented by all the shares held by you, the relevant voting is valid;
- (b) if total number of votes that you cast is less than the voting rights represented by all the shares held by you, then in respect of the difference in the number of votes that you are entitled to cast and the number of votes cast, you will be deemed to have abstained from voting. The shares which have been abstained will be counted in the calculation of the majority required for the passing of a sub-resolution; and
- (c) if the total number of votes that you cast on one or more candidate(s) is more than the voting rights represented by all the shares held by you, the relevant voting is invalid and you will be deemed to have abstained from voting in respect of all your shares and such shares will not be counted in the calculation of the majority required.

The voting method adopted for electing executive directors under resolution No. 18 shall also apply to the election of independent non-executive directors under resolution No. 19 and the election of supervisors under resolution No. 20. In respect of the election of each of the executive directors, the independent non-executive directors and supervisors, a sub-resolution is passed if the votes cast "for" the relevant sub-resolution exceeded half of the number of shares (on the basis of non-cumulative number of shares) held by the shareholders (including their proxies) attending the AGM.

6. 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, this Second Form of Proxy 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.
7. Please insert the number of A shares/ H shares registered in your name(s) and delete where not applicable.
8. 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 Second Form of Proxy 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.
9. Holders of H Shares who have lodged the First Form of Proxy issued on 13 May 2020 with the Company should note that:
  - (a) 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 AGM (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.
  - (b) 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 AGM including the resolution(s) set out in this Second Form of Proxy.
10. This Second Form of Proxy 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.
11. The resolutions set out in this Second Form of Proxy are by way of summary only. Please refer to the notice of AGM and the supplemental notice of the AGM for the full text of these resolutions.
12. All times stated refer to Hong Kong time.