



# 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 2020 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 2020 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 Thursday, 3 June 2021 at 9: 30 a.m.

Ordinary Resolutions		For <sup>note (4)</sup>	Against <sup>note (4)</sup>	Abstain <sup>note (4)</sup>
1.	Annual Report and its summary for year 2020			
2.	Report of the Board for year 2020			
3.	Report of the supervisory committee of the Company for year 2020			
4.	Financial report of the Company for year 2020			
5.	Auditors' report of the Company for year 2020			
6.	Proposal on profit distribution and dividend payment of the Company for year 2020			
7.	Proposal on the financial and operational targets and annual budget of the Company for year 2021			
8.	Resolution on appointment of BDO China Shu Lun Pan Certified Public Accountants LLP as the auditors of the Company for year 2021			
9.	Resolution on appointment of BDO China Shu Lun Pan Certified Public Accountants LLP as the auditors for the internal control of the Company for year 2021			
10.	Resolutions on the emoluments to be paid to the directors of the Company for year 2021			
	10.1 Resolution on the emoluments to be paid to Mr. Li Chuyuan (the Chairperson of the Board) for year 2021			
	10.2 Resolution on the emoluments to be paid to Mr. Yang Jun (the Vice Chairperson of the Board) for year 2021			
	10.3 Resolution on the emoluments to be paid to Ms. Cheng Ning (the vice Chairperson of the Board) for year 2021			
	10.4 Resolution on the emoluments to be paid to Ms. Liu Juyan (an executive director) for year 2021			
	10.5 Resolution on the emoluments to be paid to Mr. Li Hong (an executive director) for year 2021			
	10.6 Resolution on the emoluments to be paid to Mr. Wu Changhai (an executive director) for year 2021			
	10.7 Resolution on the emoluments to be paid to Mr. Zhang Chunbo (an executive director) for year 2021			
	10.8 Resolution on the emoluments to be paid to Mr. Wong Hin Wing (an independent non-executive director) for year 2021			
	10.9 Resolution on the emoluments to be paid to Ms. Wang Weihong (an independent non-executive director) for year 2021			
	10.10 Resolution on the emoluments to be paid to Mr. Chen Yajin (an independent non-executive director) for year 2021			

Ordinary Resolutions		For <sup>note (4)</sup>	Against <sup>Note (4)</sup>	Abstain <sup>Note (4)</sup>
	10.11 Resolution on the emoluments to be paid to Mr. Huang Min (an independent non-executive director) for year 2021			
11.	Resolutions on the emoluments to be paid to the supervisors of the Company for year 2021			
	11.1 Resolution on the emoluments to be paid to Mr. Cai Ruiyu (the Chairperson of the supervisory committee) for year 2021			
	11.2 Resolution on the emoluments to be paid to Ms. Gao Yanzhu (a supervisor) for year 2021			
	11.3 Resolution on the emoluments to be paid to Mr. Cheng Jinyuan (a supervisor) for year 2021			
12.	Resolution on the application by the Company for general banking facilities not exceeding RMB4 billion			
13.	Resolution on the application for the amounts of bank borrowings by Guangzhou Pharmaceuticals Company Limited, a controlled subsidiary of the Company, and the amounts of guarantees to be provided by it to secure the bank loans for some of its subsidiaries			
14.	Resolution on the proposed cash management of part of the temporary idle internal funds of the Company and its subsidiaries			
15.	Shareholders' Return Plan of Guangzhou Baiyunshan Pharmaceutical Holding Company Limited for the three years from 2021 to 2023			
<b>Election of a member of the eighth session of the supervisory committee of the Company by way of cumulative poll</b> <sup>Note (5)</sup>		<b>For</b> <sup>Note (5)</sup>	<b>Against</b> <sup>Note (5)</sup>	<b>Abstain</b> <sup>Note (5)</sup>
16.	Resolution on the election of Mr. Jian Huidong as a supervisor representing the shareholders of the eighth session of the Supervisory Committee of the Company and the emoluments to be paid to him for year 2021			

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

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

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

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

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

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

Date: \_\_\_\_\_, 2021

**Notes:**

- 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 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 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 is only 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 number 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 supervisor to be elected is one, you will have 1,000,000 votes (1,000,000 shares x 1 = 1,000,000 votes) in respect of resolution No. 16. 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. Resolution No. 16 will be considered as having been passed if more than half of the voting rights (simple majority without cumulative counting) were cast for it 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 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.
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 AGM in order to be valid.
9. 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.
10. 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.
11. All times stated refer to Hong Kong time.