



# 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 2021 ANNUAL GENERAL MEETING

The number of shares to which this Second 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 2021 annual general meeting (“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 26 May 2022 (Thursday) at 10:00 a.m.

<b>Special Resolution</b>		<b>For</b> <sup>Note (4)</sup>	<b>Against</b> <sup>Note (4)</sup>	<b>Abstain</b> <sup>Note (4)</sup>
1.	Resolution on amendments to the Articles of Association of Guangzhou Baiyunshan Pharmaceutical Holdings Company Limited			
<b>Ordinary Resolutions</b>		<b>For</b> <sup>Note (4)</sup>	<b>Against</b> <sup>Note (4)</sup>	<b>Abstain</b> <sup>Note (4)</sup>
2.	Annual Report and its summary for year 2021			
3.	Report of the Board for year 2021			
4.	Report of the supervisory committee of the Company for year 2021			
5.	Financial report of the Company for year 2021			
6.	Auditors’ report of the Company for year 2021			
7.	Proposal on profit distribution and dividend payment of the Company for year 2021			
8.	Proposal on the financial and operational targets and annual budget of the Company for year 2022			

Ordinary Resolutions		For <i>Note (4)</i>	Against <i>Note (4)</i>	Abstain <i>Note (4)</i>
9.	Resolutions on the emoluments to be paid to the directors of the Company for year 2022			
9.1	Resolution on the emoluments to be paid to Mr. Li Chuyuan (the Chairperson of the Board) for year 2022			
9.2	Resolution on the emoluments to be paid to Mr. Yang Jun (the Vice Chairperson of the Board) for year 2022			
9.3	Resolution on the emoluments to be paid to Ms. Cheng Ning (the Vice Chairperson of the Board) for year 2022			
9.4	Resolution on the emoluments to be paid to Ms. Liu Juyan (an executive director) for year 2022			
9.5	Resolution on the emoluments to be paid to Mr. Zhang Chunbo (an executive director) for year 2022			
9.6	Resolution on the emoluments to be paid to Mr. Wu Changhai (an executive director) for year 2022			
9.7	Resolution on the emoluments to be paid to Mr. Li Hong (an executive director) for year 2022			
9.8	Resolution on the emoluments to be paid to Mr. Wong Hin Wing (an independent non-executive director) for year 2022			
9.9	Resolution on the emoluments to be paid to Ms. Wang Weihong (an independent non-executive director) for year 2022			
9.10	Resolution on the emoluments to be paid to Mr. Chen Yajin (an independent non-executive director) for year 2022			
9.11	Resolution on the emoluments to be paid to Mr. Huang Min (an independent non-executive director) for year 2022			
10.	Resolutions on the emoluments to be paid to the supervisors of the Company for year 2022			
10.1	Resolution on the emoluments to be paid to Mr. Cai Ruiyu (the Chairperson of the supervisory committee) for year 2022			
10.2	Resolution on the emoluments to be paid to Mr. Cheng Jinyuan (a supervisor) for year 2022			
10.3	Resolution on the emoluments to be paid to Mr. Jian Huidong (a supervisor) for year 2022			
11.	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			

Ordinary Resolutions		For <sup>Note (4)</sup>	Against <sup>Note (4)</sup>	Abstain <sup>Note (4)</sup>
12.	Resolution on the application by the Company for general banking facilities not exceeding RMB4 billion			
13.	Resolution on the purchase of the insurance in respect of the liabilities of the directors, supervisors and senior management of the Company			
14.	Resolution on amendments to the rules of procedures of the shareholders meetings of the Company			
15.	Resolution on amendments to the rules of procedures of the Board of Directors of the Company			
16.	Resolution on amendments to the rules of procedures of the Supervisory Committee of the Company			
17.	Resolution on amendments to the System of Independent Directors			
18.	Resolution on the appointment of WUYIGE Certified Public Accountants LLP as the auditor of the Company for year 2022			
19.	Resolution on the appointment of WUYIGE Certified Public Accountants LLP as the internal control auditor of the Company for year 2022			
20.	Resolution on amendments to the management measures in relation to the proceeds raised 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: \_\_\_\_\_, 2022

*Notes:*

1. Please insert the number of A shares/H shares registered in your name(s) and to which the Second Proxy Form relates. If no such number is inserted, this Second Proxy Form shall 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 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).

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. 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.
5. This Second 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 Second Proxy Form shall be signed by the shareholder whose name stands first among such joint shareholders in the register of members.
6. Please insert the number of A shares/H shares registered in your name(s) and delete where not applicable.
7. If this Second 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.
8. Holders of H Shares who have lodged the First Proxy Form issued on 6 April 2022 should note that:
  - (a) If the Second Proxy Form is lodged with the office of the Company’s H Share Registrar 24 hours prior to the time designated for convening the AGM (the “**Closing Time**”), the Second Proxy Form will revoke and supersede the First Proxy Form previously lodged by him/her. The Second Proxy Form 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 Proxy Form is lodged with the office of the Company’s H Share registrar as at the Closing Time, the First Proxy Form 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 New Resolution.
9. This Second Proxy Form shall not preclude the appointor to attending and voting in person at the AGM or any adjournment thereof should he/she so wish and in such event, the Secured Proxy Form shall be deemed to have been revoked.
10. The resolutions set out in this Second Proxy Form are by way of summary only. Please refer to the notice and the supplemental notice of the AGM for the full text of these resolutions.
11. All times stated refer to Hong Kong time.