



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 2022 ANNUAL GENERAL MEETING

The number of shares to which this Proxy Form relates ^{Note (1)}

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 2022 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 Tuesday, 30 May 2023 at 10:00 a.m.

Ordinary Resolutions		For ^{Note (4)}	Against ^{Note (4)}	Abstain ^{Note (4)}
1.	Annual Report and its summary for year 2022			
2.	Report of the Board for year 2022			
3.	Report of the supervisory committee of the Company for year 2022			
4.	Financial report of the Company for year 2022			
5.	Auditors' report of the Company for year 2022			
6.	Proposal on profit distribution and dividend payment of the Company for year 2022			
7.	Proposal on the financial and operational targets and annual budget of the Company for year 2023			
8.	Resolutions on the emoluments to be paid to the directors of the 8th session of Board of the Company for year 2023			
	8.1 Resolution on the emoluments to be paid to Mr. Li Chuyuan (the Chairperson of the Board) for year 2023			
	8.2 Resolution on the emoluments to be paid to Mr. Yang Jun (the Vice Chairperson of the Board) for year 2023			
	8.3 Resolution on the emoluments to be paid to Ms. Cheng Ning (the Vice Chairperson of the Board) for year 2023			
	8.4 Resolution on the emoluments to be paid to Ms. Liu Juyan (an executive director) for year 2023			
	8.5 Resolution on the emoluments to be paid to Mr. Zhang Chunbo (an executive director) for year 2023			
	8.6 Resolution on the emoluments to be paid to Mr. Wu Changhai (an executive director) for year 2023			
	8.7 Resolution on the emoluments to be paid to Mr. Li Hong (an executive director) for year 2023			
	8.8 Resolution on the emoluments to be paid to Mr. Wong Hin Wing (an independent non-executive director) for year 2023			
	8.9 Resolution on the emoluments to be paid to Ms. Wang Weihong (an independent non-executive director) for year 2023			
	8.10 Resolution on the emoluments to be paid to Mr. Chen Yajin (an independent non-executive director) for year 2023			
	8.11 Resolution on the emoluments to be paid to Mr. Huang Min (an independent non-executive director) for year 2023			
9.	Resolutions on the emoluments to be paid to the supervisors of the 8th session of the supervisory committee of the Company for year 2023			
	9.1 Resolution on the emoluments to be paid to Mr. Cai Ruiyu (the Chairperson of the supervisory committee) for year 2023			
	9.2 Resolution on the emoluments to be paid to Mr. Cheng Jinyuan (a supervisor) for year 2023			
	9.3 Resolution on the emoluments to be paid to Mr. Jia Huidong (a supervisor) for year 2023			
10.	Resolution on the application for omnibus credit lines by the Company and its subsidiaries from financial institutions			
11.	Resolution on the re-appointment of WUYIGE Certified Public Accountants LLP as the auditor of the Company for year 2023			
12.	Resolution on the re-appointment of WUYIGE Certified Public Accountants LLP as the internal control auditor of the Company for year 2023			
13.	Resolution in relation to the emoluments to be paid to Mr. Jian Huidong, a supervisor representing the employees of the 9th session of the supervisory committee of the Company, for year 2023			
Election of the members of the 9th session of the Board and the 9th session of the supervisory committee by way of cumulative poll ^{Note (4) and Note (5)}				
14.	Resolutions on the election of executive directors of the 9th session of the Board of the Company and the emoluments to be paid for year 2023	For ^{Note (5)} (number of votes)	Against ^{Note (5)} (number of votes)	
	14.1 Resolution on the election of Mr. Li Chuyuan as an executive director of the 9th session of the Board of the Company and the emoluments to be paid to him for year 2023			
	14.2 Resolution on the election of Mr. Yang Jun as an executive director of the 9th session of the Board of the Company and the emoluments to be paid to him for year 2023			

	14.3 Resolution on the election of Ms. Cheng Ning as an executive director of the 9th session of the Board of the Company and the emoluments to be paid to her for year 2023		
	14.4 Resolution on the election of Ms. Liu Yuyan as an executive director of the 9th session of the Board of the Company and the emoluments to be paid to her for year 2023		
	14.5 Resolution on the election of Mr. Zhang Chunbo as an executive director of the 9th session of the Board of the Company and the emoluments to be paid to him for year 2023		
	14.6 Resolution on the election of Mr. Wu Changhai as an executive director of the 9th session of the Board of the Company and the emoluments to be paid to him for year 2023		
	14.7 Resolution on the election of Mr. Li Hong as an executive director of the 9th session of the Board of the Company and the emoluments to be paid to him for year 2023		
15.	Resolutions on the election of independent non-executive directors of the 9th session of the Board of the Company and the emoluments to be paid for year 2023	For ^{Note (5)} (number of votes)	Against ^{Note (5)} (number of votes)
	15.1 Resolution on the election of Mr. Chen Yajin as an independent non-executive director of the 9th session of the Board of the Company and the emoluments to be paid to him for year 2023		
	15.2 Resolution on the election of Mr. Huang Min as an independent non-executive director of the 9th session of the Board of the Company and the emoluments to be paid to him for year 2023		
	15.3 Resolution on the election of Mr. Wong Lung Tak Patrick as an independent non-executive director of the 9th session of the Board of the Company and the emoluments to be paid to him for year 2023		
	15.4 Resolution on the election of Ms. Sun Baoqing as an independent non-executive director of the 9th session of the Board of the Company and the emoluments to be paid to her for year 2023		
16.	Resolutions on the election of supervisors representing the shareholders of the 9th session of the supervisory committee of the Company and the emoluments to be paid for year 2023	For ^{Note (5)} (number of votes)	Against ^{Note (5)} (number of votes)
	16.1 Resolution on the election of Mr. Cai Ruiyu as a supervisor representing the shareholders of the 9th session of the supervisory committee of the Company and the emoluments to be paid to him for year 2023		
	16.2 Resolution on the election of Mr. Cheng Jinyuan as a supervisor representing the shareholders of the 9th session of the supervisory committee of the Company and the emoluments to be paid to him for year 2023		

Signature of the Appointor ^{Note (6)} : _____

Identity card number of the Appointor: _____

Number of A shares / H shares held by the Appointor ^{Note (7)}: _____

Shareholder account number of the Appointor: _____

Signature of the Proxy ^{Note (6)}: _____

Identity card number of the Proxy: _____

Date: _____, 2023

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 initiated 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 discretion.
- Application of cumulative voting method in the election of directors and supervisors
Resolutions Nos. 14.1 to 14.7 are the sub-resolutions under resolution No. 14 ("Resolutions on the election of executive directors of the 9th session of the Board of the Company and the emoluments to be paid for year 2023"), resolutions Nos. 15.1 to 15.4 are the sub-resolutions under resolution No. 15 ("Resolutions on the election of independent non-executive directors of the 9th session of the Board of the Company and the emoluments to be paid for year 2023") and resolutions 16.1 to 16.2 are the sub-resolutions under resolution No. 16 ("Resolutions on the election of supervisors representing the shareholders of the 9th session of the supervisory committee of the Company and the emoluments to be paid for year 2023"). 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. 14.1 to 14.7, 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. 15.1 to 15.4, 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. 14.1 to 14.7 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. 15.1 to 15.4 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. 14 shall also apply to the election of independent non-executive directors under resolution No. 15 and the election of supervisors under resolution No. 16. 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.
- 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.
- 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.