



廣州藥業股份有限公司

Guangzhou Pharmaceutical Company Limited

(a joint stock company with limited liability established in the People's Republic of China)

(Stock Code: 0874)

Proxy Form

The number of shares to which this Proxy Form relates ⁽¹⁾

I/We⁽²⁾ _____ of _____ hereby appoint the chairman of the Extraordinary General Meeting or Mr./Ms. _____ ⁽³⁾ as my/our proxy to attend and vote on behalf of me/us at the Second Extraordinary General Meeting for 2004 of Guangzhou Pharmaceutical Company Limited (the "Company") to be held at 45 Sha Mian North Street, Guangzhou City, Guangzhou Province, the People's Republic of China at 10:00 a.m. on Monday, 1 November 2004 or at any adjournment thereof.

(Please indicate clearly your choice of 'for', 'against' or 'abstain' for the various resolutions)

Ordinary Resolutions	For ⁽⁴⁾	Against ⁽⁴⁾	Abstain ⁽⁴⁾
1. The proposed subscription of newly issued shares of Guangzhou Hanfang Modern Chinese Medicine Research and Development Limited (廣州漢方現代中藥研究開發有限公司) by the Company.			
2. The proposed election of Mr. Yang Rongming as new director of the Company.			
3. The proposed election of Mr. He Shuhua as new director of the Company.			

Signature of Appointor⁽⁵⁾: _____

Identity card number of Appointor: _____

Number of A Shares/H Shares held by Appointor⁽⁶⁾: _____

Shareholder account number of Appointor: _____

Signature of Proxy⁽⁵⁾: _____

Identity card number of Proxy: _____

Date of appointment: _____

Notes:

- (1) 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 relate to all the shares of the Company registered in your name(s).
- (2) Please write the full name(s) and address(es) as registered in the register of members in block letters.
- (3) If any proxy other than the chairman of the Extraordinary General Meeting is preferred, strike out "the chairman of the Extraordinary General Meeting" and insert the name(s) of proxy/proxies in the space provided in block letters. Shareholders may appoint one or more proxies to attend the meeting and to vote thereat. The proxy/proxies need(s) not be shareholder(s) of the Company. Any change to the Proxy Form must be initialled by the signatories.
- (4) Please note that if you would like to vote for a resolution, please put a cross in the "For" column. If you would like to vote against a resolution, please put a cross in the "Against" column. If you would like to abstain, please put a cross in the "Abstain" column. If no instruction is given, the proxy/proxies is/are authorized to vote at his/her/their discretion.
- (5) The Proxy Form must be duly signed by you or your attorney duly authorized in writing and your proxy/proxies. If the appointor is a legal person, the Proxy Form shall bear the stamp of the legal person or duly signed by its director(s) or duly authorised representative(s). If the appointor is a joint-holder, the 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 if inapplicable.
- (7) If the Proxy Form is signed by a person authorised by the appointor, the power of attorney or other authority under which it is signed must be notarized by any of the attesting solicitors. Such notarized power of attorney or other authority together with the Proxy Form must be deposited at the address of the Company not less than 24 hours before the time appointed for the holding of the Extraordinary General Meeting in order to be valid.
- (8) The Proxy Form shall not preclude the right of the appointor to attend the meeting in person and to vote thereat. In such event, the appointment of the original proxy/proxies is void.