



廣州藥業股份有限公司

Guangzhou Pharmaceutical Company Limited

(於中華人民共和國成立之股份有限公司)

(H股代號：0874)

二零零四年第三次臨時股東大會(以下簡稱「臨時股東大會」)(或其任何續會)適用之代理委託書

與本代理委託書有關
之股份數目(附註1)

本人/吾等(附註2) _____

地址為 _____

全權委託臨時股東大會主席或(附註3) _____先生(女士)代表我單位(個人)出席廣州藥業股份有限公司(「本公司」)於二零零四年十二月三十日(星期四)上午十時正在中華人民共和國廣東省廣州市沙面北街45號二樓會議室舉行之臨時股東大會(或其任何續會)，藉以審議及通過臨時股東大會通告所載之特別決議案，並以我單位(個人)之名義於臨時股東大會(或其任何續會)按以下指示就特別決議案投票。

(請對特別決議案明確表示贊成、反對或棄權)

特別決議案	贊成 ⁽⁴⁾	反對 ⁽⁴⁾	棄權 ⁽⁴⁾
同興藥業有限公司向廣州王老吉藥業股份有限公司增資的議案。			

委託人簽名(附註5)： _____

委託人身份證號碼： _____

委託人持有內資股/H股股數(附註6)： _____

委託人股東賬號： _____

受託人簽名(附註5)： _____

受託人身份證號碼： _____

委託日期：二零零四年 _____月 _____日

附註：

- 請填上以閣下名稱登記與本代理委託書有關之內資股/H股份數目，如未有填上數目，則代理委託書將被視為以閣下名稱登記之所有本公司股份有關。
- 請用正楷填上登記在股東名冊上的全名及地址。
- 如欲委派臨時股東大會主席以外之人士為代理人，請將「臨時股東大會主席或」字樣刪去，並在空格內用正楷填上閣下所擬委派之代理人全名。股東可委任一位或多位代理人出席及投票，受委託代理人毋須為本公司股東。本代理委託書之更改，須有簽署人簽字示可。
- 注意：閣下如欲投票贊成議案，請在贊成欄內加上「×」；如欲投票反對議案，則請在反對欄內加上「×」；如欲對議案棄權，則請在棄權欄內加上「×」；如無任何指示，閣下之代理人可自行酌情投票。
- 本代理委託書必須由閣下或閣下之正式書面授權人簽署。如果委任人為法人，則代理委託書應當加蓋法人章，或由其董事或正式委任的授權代表簽署。如委任人為聯名股東，本代理委託書須由這些聯名股東中名列股東名冊最前的股東簽署。
- 請填上以閣下名稱登記之內資股/H股份數目，請刪去不適用者。
- 代理委託書如果由委任人授權他人簽署，則簽署之正式授權書或者其他授權文件應當經由公證律師證明。該等經證明之正式授權書或者其他授權文件和代理委託書必須於臨時股東大會(或其任何續會)舉行二十四小時前送達本公司之辦公地址，方為有效。
- 此代理委託書並不妨礙委任人本人親自出席臨時股東大會並投票，屆時對原代理人的委託則無效。



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)

(H Share Stock Code: 0874)

FORM OF PROXY FOR USE AT THE THIRD EXTRAORDINARY GENERAL MEETING FOR THE YEAR 2004 (THE "EGM") (OR ANY ADJOURNMENT THEREOF)

The number of shares to which this proxy form relates ⁽¹⁾	
--	--

I/We⁽²⁾ _____ of _____

hereby appoint the chairman of the EGM or Mr./Ms. _____⁽³⁾ as my/our proxy to attend and vote on behalf of me/us at the EGM (or any adjournment thereof) of Guangzhou Pharmaceutical Company Limited (the "Company") to be held at the conference room, 2nd Floor, 45 Sha Mian North Street, Guangzhou City, Guangdong Province, the People's Republic of China at 10:00 a.m. on Thursday, 30 December 2004, for the purpose of considering, and if thought fit, passing the special resolution set out in the notice convening the EGM and at such EGM (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the special resolution as indicated below.

(Please indicate clearly your choice of 'for', 'against' or 'abstain' for the special resolution)

Special Resolution	For ⁽⁴⁾	Against ⁽⁴⁾	Abstain ⁽⁴⁾
To approve the proposed subscription of new shares of Guangzhou WangLaoJi Pharmaceutical Company Limited by Golden Force Pharmacy Limited.			

Signature of Appointor ⁽⁵⁾: _____

Identity card number of Appointor: _____

Number of domestic 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 domestic 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 EGM is preferred, strike out "the chairman of the EGM or" 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 EGM 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 signatory(ies).
- (4) Please note that if you would like to vote for the resolution, please put a cross in the "For" column. If you would like to vote against the 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. 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 domestic shares/H shares registered in your name(s) and delete as applicable.
- (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 a notary public. 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 EGM or any adjournment thereof in order to be valid.
- (8) The proxy form shall not preclude the appointor to attend the EGM in person and to vote thereat. In such event, the appointment of the original proxy/proxies will be void.