



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 Stck 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 Meeting or Mr./Ms. ⁽³⁾ _____ as my/our proxy to attend and vote on my/our behalf at the 2004 Annual General Meeting ("AGM") of Guangzhou Pharmaceutical Company Limited (the "Company") to be held at 45 Sha Mian North Street, Guangzhou City, Guangdong Province, the People's Republic of China on Thursday, 30 June 2005, at 10:00 a.m..

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

	Ordinary Resolutions	For⁽⁴⁾	Against⁽⁴⁾	Abstain⁽⁴⁾
1.	Directors' report of the Company for the year 2004.			
2.	Report of the Supervisory Committee for the year 2004.			
3.	Financial report of the Company for the year 2004.			
4.	Auditors' reports for the year 2004.			
5.	Proposals for profit distribution and dividend payment for the year 2004.			
6.	Projected profit distribution policy for the year 2005.			
7.	Total emoluments to be paid to the directors of the Company for the year 2005.			
8.	Total emoluments to be paid to the supervisors of the Company for the year 2005.			
9.	Revised agreement entered into between the Company and Guangzhou Pharmaceutical Holdings Limited on 27 April 2005 for connected transactions in respect of purchases and sales and the transactions contemplated thereunder.			
10.	Election of Mr. Xie Bin as a director of the Company.			
	Special Resolutions	For⁽⁴⁾	Against⁽⁴⁾	Abstain⁽⁴⁾
1.	Amendment of the Articles of Association of the Company.			
2.	Amendment of the Rules of Procedures for General Meetings of the Company.			
3.	Amendments of the Rules of Procedures for the Board of Directors of the Company.			
4.	Amendments of the Rules of Procedures for the Supervisory Committee 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: _____, 2005

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 relate 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 proxy other than the chairman of the Meeting is preferred, strike out "the chairman of the Meeting 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 AGM and to vote thereat. The proxy/proxies need(s) not be shareholder(s) of the Company. Any change alteration made to the proxy form must be initialled by the signatory(ies).
- 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.
- The 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 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.
- Please insert the number of A shares/H shares registered in your name(s) and delete where inapplicable.
- 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 AGM in order to be valid.
- The 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/proxies will be void.