



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)

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 First Extraordinary
General Meeting ("EGM") for the year 2005 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 Friday, 16 September, 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.	Proposal for the re-appointment of Guangdong Yangcheng Certified Public Accountants Co. Ltd. and PricewaterhouseCoopers respectively the retired domestic and international auditors, and to authorize the board of directors of the Company to determine their remunerations.			
2.	Proposal in relation to the establishment of Ying Bang Branch Company of Guangzhou Pharmaceutical Company Limited (廣州藥業股份有限公司盈邦分公司).			
3.	Proposal in relation to the establishment of Ying Bang Pharmacy of Guangzhou Pharmaceutical Company Limited (廣州藥業股份有限公司盈邦大藥房).			
	Special Resolution	For ⁽⁴⁾	Against ⁽⁴⁾	Abstain ⁽⁴⁾
	Proposal in relation to the amendment of the Articles of Association 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 EGM 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 EGM and to vote thereat. The proxy/proxies need(s) not be shareholder(s) of the Company. Any 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 representative 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 EGM in order to be valid.
- 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.