



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 relate ⁽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 2005 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, 15 June 2006 at 10:00 a.m.

(Please indicate clearly your choice of ‘for’, ‘against’ or ‘abstain’ for the following resolutions by inserting a “✓”)

	Ordinary Resolutions	For ⁽⁴⁾	Against ⁽⁴⁾	Abstain ⁽⁴⁾
1.	report of the Board of the Company for the year 2005;			
2.	report of the Supervisory Committee for the year 2005;			
3.	financial reports of the Company for the year 2005;			
4.	auditors’ reports for the year 2005;			
5.	proposals for profit distribution and dividend payment for the year 2005;			
6.	projected profit distribution policy of the Company for the year 2006;			
7.	total emoluments to be paid to the directors of the Company for the year 2006;			
8.	total emoluments to be paid to the supervisors of the Company for the year 2006;			
9.	re-appointment of Guangdong Yangcheng Certified Public Accountants Co. Ltd. and PricewaterhouseCoopers, whose appointments have expired, as the domestic and international auditors respectively, and the authorization of the board of directors to determine their respective remunerations;			
10.	proposed amount of guarantees provided by the Company for bank loans to certain of its subsidiaries in 2006;			
11.	election of Mr. Chen Zhinong as director of the Company.			
	Special Resolution	For ⁽⁴⁾	Against ⁽⁴⁾	Abstain ⁽⁴⁾
1.	amendments to the Articles of Association of the Company;			
2.	amendments to the Rules of Procedures for Shareholders’ Meetings of the Company;			
3.	amendments to the Rules of Procedures for Board of the Directors of the Company;			
4.	amendments to the Rules of Procedures for 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: _____, 2006

Note:

- 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 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 tick in the “For” column. If you would like to vote against a resolution, please put a tick in the “Against” column. If you would like to abstain a resolution, please put a tick 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 authorized 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 authorized 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.