



# 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 (revised)

The number of shares to which this Proxy Form relates <sup>(1)</sup>	
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I/We <sup>(2)</sup> \_\_\_\_\_ of \_\_\_\_\_

hereby appoint the chairman of the Meeting or Mr./Ms. <sup>(3)</sup> \_\_\_\_\_ as my/our proxy to attend and vote on my/our behalf at the 2009 Annual General Meeting (the "AGM") of Guangzhou Pharmaceutical Company Limited (the "Company") to be held at 45 Sha Mian North Street, Liwan District, Guangzhou City, Guangdong Province, the People's Republic of China on Monday, 28 June 2010, at 10:00 a.m.

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

Ordinary Resolutions		For <sup>(4)</sup>	Against <sup>(4)</sup>	Abstain <sup>(4)</sup>
1.	Report of the Board of directors of the Company for the year 2009.			
2.	Report of the Supervisory Committee for the year 2009.			
3.	Financial reports of the Company for the year 2009.			
4.	Auditors' reports of the Company for the year 2009.			
5.	Proposal for profit distribution and dividend payment of the Company for the year 2009.			
6.	Total emoluments to be paid to the directors of the Company for the year 2010.			
7.	Total emoluments to be paid to the supervisors of the Company for the year 2010.			
8.	Provision of loans by the Company to Guangzhou Pharmaceuticals Corporation.			
9.	Provision of guarantees by the Company to secure bank loans for its subsidiaries.			
10.	Elections of members of the new session of the Board and members of the new session of the Supervisory Committee:			
	(1) To elect Mr. Yang Rongming as an executive director of the new session of the Board of the Company, with a term of office of three years commencing from the date of his appointment up to the date when members of the new session of the Board are elected.			
	(2) To elect Mr. Shi Shaobin as an executive director of the new session of the Board of the Company, with a term of office of three years commencing from the date of his appointment up to the date when members of the new session of the Board are elected.			
	(3) To elect Mr. Wu Changhai as an executive director of the new session of the Board of the Company, with a term of office of three years commencing from the date of his appointment up to the date when members of the new session of the Board are elected.			
	(4) To elect Mr. Li Chuyuan as an executive director of the new session of the Board of the Company, with a term of office of three years commencing from the date of his appointment up to the date when members of the new session of the Board are elected.			
	(5) To elect Mr. Liu Jinxiang as an independent non-executive director of the new session of the Board of the Company, with a term of office of three years commencing from the date of his appointment up to the date when members of the new session of the Board are elected.			
	(6) To elect Mr. Li Shanmin as an independent non-executive director of the new session of the Board of the Company, with a term of office of three years commencing from the date of his appointment up to the date when members of the new session of the Board are elected.			

Ordinary Resolutions		For <sup>(4)</sup>	Against <sup>(4)</sup>	Abstain <sup>(4)</sup>
(7)	To elect Mr. Zhang Yonghua as an independent non-executive director of the new session of the Board of the Company, with a term of office of three years commencing from the date of his appointment up to the date when members of the new session of the Board are elected.			
(8)	To elect Mr. Wong Lung Tak as an independent non-executive director of the new session of the Board of the Company, with a term of office of three years commencing from the date of his appointment up to the date when members of the new session of the Board are elected.			
(9)	To elect Mr. Qiu Hongzhong as an independent non-executive director of the new session of the Board of the Company, with a term of office of three years commencing from the date of his appointment up to the date when members of the new session of the Board are elected.			
(10)	To elect Ms. Yang Xiuwei as a supervisor of the new session of the Supervisory Committee of the Company, with a term of office of three years commencing from the date of her appointment up to the date when members of the new session of the Supervisory Committee are elected.			
(11)	To elect Mr. Zhong Yugan as a supervisor of the new session of the Supervisory Committee of the Company, with a term of office of three years commencing from the date of his appointment up to the date when members of the new session of the Supervisory Committee are elected.			
11.	Re-appointment of Shu Lun Pan Yangcheng Certified Public Accountants Co., Ltd. and PricewaterhouseCoopers, whose appointments have expired, as the domestic and international auditors respectively, and the proposal to the shareholders' meeting to authorize the Board to determine their respective remuneration.			
Special Resolution		For <sup>(4)</sup>	Against <sup>(4)</sup>	Abstain <sup>(4)</sup>
Resolution in relation to amendments to the Articles of Association of the Company.				

Signature of Appointor <sup>(5)</sup>: \_\_\_\_\_ Identity card number of Appointor: \_\_\_\_\_

Number of A shares/H shares held by Appointor <sup>(6)</sup>: \_\_\_\_\_

Shareholder account number of Appointor: \_\_\_\_\_

Signature of Proxy <sup>(5)</sup>: \_\_\_\_\_

Identity card number of Proxy: \_\_\_\_\_

Date: \_\_\_\_\_, 2010

*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 be related 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 person other than the chairman of the Meeting is preferred, strike out "the chairman of the Meeting or" and insert the full name(s) of proxy(ies) in the space provided in block letters. Shareholders may appoint one or more proxies to attend the AGM and to vote thereat. The proxy(ies) need(s) not be shareholder(s) of the Company. Any alteration made herein must be initialled by the signatory(ies).
- Please note that if you would like to vote for any resolution, please put "X" in the "For" column. If you would like to vote against any resolution, please put "X" in the "Against" column. If you would like to abstain from any resolution, please put "X" in the "Abstain" column. If no instruction is given, the proxy(ies) is/are authorized to vote at his/her/their discretion.
- This 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 be affixed with the seal of the legal person or signed by its director(s) or duly authorized representative(s). If the appointor is a joint holder, this 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 this proxy form is signed by a person who is 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 this 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.
- This 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(ies) will be void.