



# 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 for the First Extraordinary General Meeting in 2012

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

hereby appoint the chairman of the EGM (as defined below) or Mr./Ms. (notes 3) \_\_\_\_\_ as my/our proxy to attend and vote on my/our behalf at the first extraordinary general meeting or any adjournment thereof (the "EGM") in 2012 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 Wednesday, 19 September 2012 at 09:30 a.m.

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

Ordinary Resolutions		For <small>(notes 4)</small>	Against <small>(notes 4)</small>	Abstain <small>(notes 4)</small>
1.	The Resolution on the Eligibility for Major Assets Reorganization of Guangzhou Pharmaceutical Company Limited;			
2.	The Resolution on the Entering into and Implementation of the Trademark Custody Agreement and the Trademark Custody Supplemental Agreement with Guangzhou Pharmaceutical Holdings Limited;			
3.	The Resolution on the Approval of the Audit Report, Valuation Reports and Profit Forecast Reports;			
4.	The Resolution regarding the election of Ms. Cheng Ning as an executive director of the Company. If elected, the tenure shall commence from the date of her appointment to the date when members of the new session of the Board are elected.			
Special Resolutions		For <small>(notes 4)</small>	Against <small>(notes 4)</small>	Abstain <small>(notes 4)</small>
1.	The Resolution on the concurrent implementation of the Absorption and Merger of Guangzhou Baiyunshan Pharmaceutical Co., Ltd. through Share Swap of additional A Shares and the Asset Acquisition through Issuance of A Shares to Guangzhou Pharmaceutical Holdings Limited by Guangzhou Pharmaceutical Company Limited;			
2.	The Resolution on the Proposal for the Absorption and Merger of Guangzhou Baiyunshan Pharmaceutical Co., Ltd. by Guangzhou Pharmaceutical Company Limited through Share Swap of Additional A Shares;			
3.	The Resolution on the Entering into and Implementation of the Absorption and Merger Agreement with Guangzhou Baiyunshan Pharmaceutical Co., Ltd.;			
4.	The Resolution on the Proposal for Asset Acquisition through Issuance of A Shares to Guangzhou Pharmaceutical Holdings Limited on an item-by-item basis;			
	4.1 Valuation date			
	4.2 Nature of shares			
	4.3 Method of issue			
	4.4 Target subscriber and subscription method			
	4.5 Value of the assets to be acquired			
	4.6 Number of shares to be issued			
	4.7 Issue price			
	4.8 Attribution of profit and loss from the assets to be acquired from the valuation date to the completion date			
	4.9 Lock-up period			
	4.10 Place of listing			
	4.11 Arrangement for accrued profit			
	4.12 Validity of resolutions on the asset acquisition through issuance of shares			
	4.13 Conditions precedent of the Asset Acquisition Agreement and its supplemental agreement			
5.	The Resolution on the Entering into and Implementation of the Assets Acquisition Agreement through Issuance of Shares and the Supplemental Agreement to the Agreement on Asset Acquisition through Issuance of Shares with Guangzhou Pharmaceutical Holdings Limited;			
6.	The Resolution on Entering into and Implementation of the Agreement for the Compensation of the Difference between Actual Earning and Net Earning Forecast of the Assets Proposed to be Acquired with Guangzhou Pharmaceutical Holdings Limited;			
7.	The Resolution on the Report on the Absorption and Merger of Guangzhou Baiyunshan Pharmaceutical Co., Ltd. through Share Swap, Asset Acquisition through Issuance of Shares and Connected Transactions of Guangzhou Pharmaceutical Company Limited (draft) published by the Company;			
8.	The Resolution on Authorization by General Meeting to the Board for Handling Matters at its Discretion regarding the Absorption and Merger through Share Swap and the Asset Acquisition through Issuance of Shares;			
9.	The Resolution on the Proposed Amendments to the Articles of Association of the Company.			

Signature of Appointor (notes 5): \_\_\_\_\_ Identity card number of Appointor: \_\_\_\_\_

Number of A shares/H shares held by Appointor (notes 6): \_\_\_\_\_ Shareholder account number of Appointor: \_\_\_\_\_

Signature of Proxy (notes 5): \_\_\_\_\_ Identity card number of Proxy: \_\_\_\_\_

Date: \_\_\_\_\_, 2012

**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 EGM 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 office address of the Company not less than 24 hours before the time appointed for the holding of the EGM in order to be valid.
- This 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(ies) will be void.