



廣州白雲山醫葯集團股份有限公司  
GUANGZHOU BAIYUNSHAN PHARMACEUTICAL HOLDINGS CO., LTD.

(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 Class Meeting of Holders of  
Overseas Listed Foreign Capital Shares in 2015**

The number of shares to which this Proxy Form relate <sup>note (1)</sup>	
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I/We <sup>note (2)</sup> \_\_\_\_\_ of \_\_\_\_\_ hereby appoint the chairman of the meeting or Mr./Ms. <sup>note (3)</sup> \_\_\_\_\_ as my/our proxy/proxies to attend and vote my/our behalf at the first class meeting of holders of overseas listed foreign capital shares ("Class Meeting of H Shareholders") in 2015 of Guangzhou Baiyunshan Pharmaceutical Holdings 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 13 March 2015 (Friday) (immediately after the conclusion of the first extraordinary general meeting in 2015 which shall commence at 10:00 a.m. or any adjournments thereof held on the same date and at the same place).

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

Ordinary Resolutions		For <sup>note (4)</sup>	Against <sup>note (4)</sup>	Abstain <sup>note (4)</sup>
1	Resolution on the connected transaction relating to the non-public issue of A Shares of the Company			
2	Resolution on granting of the whitewash waiver pursuant to Note 1 on dispensations from Rule 26 of the Hong Kong Code on Takeovers and Mergers to the Guangzhou Pharmaceutical Holdings Limited and persons acting in concert from the obligation to make a general offer			
3	Resolution on conferring full powers on the Board and persons authorised by the Board to handle matters relating to the non-public issue of A Shares			
Special Resolutions		For <sup>note (4)</sup>	Against <sup>note (4)</sup>	Abstain <sup>note (4)</sup>
1	Resolution on the proposal of non-public issue of A Shares of the Company			
	1.01 Class and par value			
	1.02 Method and time			
	1.03 Subscribers			
	1.04 Method of subscription			
	1.05 Price and pricing principle			
	1.06 Number of Shares to be issued			
	1.07 Lock-up Period			
	1.08 Fund raising size and use of proceeds			
	1.09 Arrangement of the accumulated undistributed profit			
	1.10 Effective period of the shareholders' resolutions			
	1.11 Place of listing			
2	Resolution on the plan of non-public issue of A Shares of the Company			

3	Resolution on the conditional subscription agreements between the Company and specific investors relating to the non-public issue of A Shares			
	3.01 Resolution on approving the subscription agreement entered into between the Company and Guangzhou Pharmaceutical Holdings Limited (廣州醫藥集團有限公司)			
	3.02 Resolution on approving the subscription agreement entered into between the Company and China Universal Asset Management Company Limited (匯添富基金管理股份有限公司)			
	3.03 Resolution on approving the subscription agreement entered into between the Company and Guangzhou China Life Insurance Urban Development Industry Investment Enterprises (Limited Partnership) (廣州國壽城市發展產業投資企業(有限合夥))			
	3.04 Resolution on approving the subscription agreement entered into between the Company and Guangzhou State-owned Asset Development Holdings Limited (廣州國資發展控股有限公司)			
	3.05 Resolution on approving the subscription agreement entered into between the Company and Shanghai Yunfeng Xinchuang Investment Management Company Limited (上海雲鋒新創投資管理有限公司)			
4	Resolution on granting general mandate to the Board for issuing additional H Shares of the Company			

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

Identity card number of Appointor: \_\_\_\_\_

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

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

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

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

Date \_\_\_\_\_, 2015

*Notes:*

1. Please insert the number of 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).
2. Please write in block letters the full name(s) and address(es) as registered in the register of members.
3. 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 Class Meeting of H Shareholders 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).
4. 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.
5. 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.
6. Please insert the number of H shares registered in your name(s) and delete where inapplicable.
7. 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 Class Meeting of H Shareholders in order to be valid.
8. This proxy form shall not preclude the appointor to attend the Class Meeting of H Shareholders in person and to vote thereat. In such event, the appointment of the original proxy(ies) will be void.