



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 2014 Annual General Meeting

The number of shares to which this Proxy Form relates <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 proxies to attend and vote on my/our behalf at the 2014 annual general meeting (the "AGM") 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 Friday, 26 June 2015 at 10:00 a.m.

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

Ordinary Resolutions <sup>note (4)</sup>		For <sup>note (5)</sup>	Against <sup>note (5)</sup>	Abstain <sup>note (5)</sup>
1	Report of the Board of the Company for year 2014			
2	Report of the supervisory committee of the Company for year 2014			
3	Financial reports of the Company for year 2014			
4	Auditors' reports of the Company for year 2014			
5	Proposal on profit distribution and dividend payment of the Company for year 2014			
6	Financial budget report of the Company for year 2015			
7	Resolution on the total service emoluments to be paid to the directors of the Company for year 2015			
8	Resolution on the total service emoluments to be paid to the supervisors of the Company for year 2015			
9	Resolution on the amounts of guarantees to be provided by the Company to secure the bank loans for some of its subsidiaries			
10	Resolution on the application by the Company for general banking facilities not exceeding RMB2 billion			
11	Resolution on entrusted loans business between the Company and its subsidiaries			
12	Resolution on re-appointment of BDO China Shu Lun Pan Certified Public Accountants LLP as the auditors of the Company for year 2015, and the proposal to the shareholders' meeting to authorize the Board of the Company to determine their remuneration			
13	Resolution on re-appointment of BDO China Shu Lun Pan Certified Public Accountants LLP as the auditors for the internal control of the Company for year 2015, and the proposal to the shareholders' meeting to authorize the Board of the Company to determine their remuneration			
14	Resolution on the purchase of the insurance in respect of the liabilities of the directors, supervisors and senior management of the Company			
15	Resolution on the report of the use of proceeds raised from previous fund raising of the Company			
16	Resolution on the connected transactions under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited			
16.01	Resolution on the Connected Participation in respect of the Connected Participant numbered 1 in the Connected Participation Table			
16.02	Resolution on the Connected Participation in respect of the Connected Participant numbered 2 in the Connected Participation Table			
16.03	Resolution on the Connected Participation in respect of the Connected Participant numbered 3 in the Connected Participation Table			
16.04	Resolution on the Connected Participation in respect of the Connected Participant numbered 4 in the Connected Participation Table			
16.05	Resolution on the Connected Participation in respect of the Connected Participant numbered 5 in the Connected Participation Table			
16.06	Resolution on the Connected Participation in respect of the Connected Participant numbered 6 in the Connected Participation Table			
16.07	Resolution on the Connected Participation in respect of the Connected Participant numbered 7 in the Connected Participation Table			
16.08	Resolution on the Connected Participation in respect of the Connected Participant numbered 8 in the Connected Participation Table			





<b>Ordinary Resolutions<sup>note (4)</sup></b>		<b>For<sup>note (5)</sup></b>	<b>Against<sup>note (5)</sup></b>	<b>Abstain<sup>note (5)</sup></b>
16.79	Resolution on the Connected Participation in respect of the Connected Participant numbered 79 in the Connected Participation Table			
16.80	Resolution on the Connected Participation in respect of the Connected Participant numbered 80 in the Connected Participation Table			
16.81	Resolution on the Connected Participation in respect of the Connected Participant numbered 81 in the Connected Participation Table			
16.82	Resolution on the Connected Participation in respect of the Connected Participant numbered 82 in the Connected Participation Table			
16.83	Resolution on the Connected Participation in respect of the Connected Participant numbered 83 in the Connected Participation Table			
16.84	Resolution on the Connected Participation in respect of the Connected Participant numbered 84 in the Connected Participation Table			
16.85	Resolution on the Connected Participation in respect of the Connected Participant numbered 85 in the Connected Participation Table			
16.86	Resolution on the Connected Participation in respect of the Connected Participant numbered 86 in the Connected Participation Table			
16.87	Resolution on the Connected Participation in respect of the Connected Participant numbered 87 in the Connected Participation Table			
16.88	Resolution on the Connected Participation in respect of the Connected Participant numbered 88 in the Connected Participation Table			
16.89	Resolution on the Connected Participation in respect of the Connected Participant numbered 89 in the Connected Participation Table			
17	Resolution on forecasted figures in relation to the ordinary connected transactions between the Company and Guangzhou Wang Lao Ji Pharmaceutical Company Limited for year 2015			
18	Resolution on adjustment on the forecasted figures in relation to the ordinary connected transactions between the Company and Guangzhou Pharmaceutical Corporation, Hutchison Whampoa Guangzhou Baiyunshan Chinese Medicine Company Limited for years 2014, 2015 and 2016			
19	Resolution on amendments to the System of Independent Directors;			
<b>Special Resolutions<sup>note (4)</sup></b>		<b>For<sup>note (5)</sup></b>	<b>Against<sup>note (5)</sup></b>	<b>Abstain<sup>note (5)</sup></b>
20	Resolution on granting general mandate to the Board of the Company for issuing additional H Shares of the Company			
21	Resolution on amendments to the articles of association of the Company			

Signature of Appointor<sup>note (6)</sup>: \_\_\_\_\_

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

Number of A shares / H shares held by Appointor<sup>note (7)</sup>: \_\_\_\_\_

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

Signature of Proxy<sup>note (8)</sup>: \_\_\_\_\_

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

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

**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).
- The resolutions set out in this proxy form are by way of summary only. Please refer to the Notice of the 2014 Annual General Meeting for the full text of these resolutions and the relevant appendices.
- 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 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.
- Definitions of the terms used in resolution nos. 16.01 to 16.89 are contained in the Notice of the 2014 Annual General Meeting.