



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 Extraordinary General Meeting in 2018

The number of shares
 to which this Proxy
 Form relates ^{Note (1)}

I/We ^{Note (2)} _____ of _____ hereby appoint the chairman of the EGM (as defined below) or Mr./Ms. ^{Note (3)} _____ as my/our proxies to attend and vote on my/our behalf at the first extraordinary general meeting in 2018 ("EGM") 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 Thursday, 29 March 2018 at 10:00 a.m.

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

Ordinary Resolutions		For ^{Note (4)}	Against ^{Note (4)}	Abstain ^{Note (4)}
1	Resolution on the conformity of the significant transaction with the provisions of the relevant laws, regulations and policies			
2	Resolution on the significant transaction not constituting a connected transaction			
3	Resolution on the conformity of the significant transaction with Rule 4 of the Regulations on standardising several issues concerning the significant transactions of listed companies (《關於規範上市公司重大資產重組若干問題的規定》)			
4	Resolution on the implementation of the legal procedures, compliance, and the validity of the submission of legal documents regarding the significant transaction			
5	Resolution on the independence of the valuer, the reasonableness of the appraisal assumptions, the relevance between the appraisal method and the purposes of the appraisal and the opinions on the fairness of the appraised value			
6	Resolution on confirmation of the Audit Report and the Valuation Report for the significant transaction			
7	Resolution on the current earnings per share of the Company will not be diluted as a result of completion of the transactions in relation to the significant transaction			
Special Resolutions		For ^{Note (4)}	Against ^{Note (4)}	Abstain ^{Note (4)}
8	Resolution on the significant transaction proposal on an item-by-item basis			
8.1	The overall proposal for the significant transaction			
8.2	The specific proposal for the significant transaction			
8.2.1	The base date for valuation			
8.2.2	Transaction manner and counterparties			
8.2.3	The valuation of the target assets			
8.2.4	Payment of the consideration for the acquisition			
8.2.5	Put options			
8.2.6	The allocation arrangement of the profit and loss of the target assets from the base date for valuation to completion date			
8.2.7	Employees			
8.3	Compensation scheme for earnings forecast			
8.4	Validity period of the resolutions			
9	Resolution on entering into the agreements relevant to the significant transaction			
10	Resolution on the Report on the Material Acquisition of Assets of Guangzhou Baiyunshan Pharmaceutical Holdings Company Limited and its summary			
11	Resolution on granting full authority to the Board to deal with matters concerning the significant transaction			

Signature of the Appointor ^{Note (5)}: _____

Identity card number of the Appointor: _____

Number of A shares / H shares held by the Appointor ^{Note (6)}: _____

Shareholder account number of the Appointor: _____

Signature of the Proxy ^{Note (5)}: _____

Identity card number of the Proxy: _____

Date: _____, 2018

Notes:

1. 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).
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 EGM (as defined below) 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 initialed by the signatory(ies).
4. Please note that if you would like to vote for any resolution, you should put "X" in the "For" column. If you would like to vote against any resolution, you should put "X" in the "Against" column. If you would like to abstain from any resolution, you should put "X" in the "Abstain" column. If no instruction is given, the proxy(ies) is/are authorised 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 authorised 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 authorised 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 A shares / H shares registered in your name(s) and delete where not applicable.
7. If this proxy form is signed by a person who is authorised by the appointor, the power of attorney or other authority under which it is signed must be notarised by a notary public. In order to be valid, such notarised power of attorney or other authority together with this proxy form must be deposited at the office address of the Company (for holders of A shares) or the office address of the Company's H Share Registrar, namely Hong Kong Registrars Limited at 17 M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (for holders of H shares) not less than 24 hours before the time appointed for the holding of the EGM.
8. 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.
9. The resolutions set out in this proxy form are by way of summary only. Please refer to the notice of the EGM for the full text of these resolutions.
10. All times stated refer to Hong Kong time.