



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)

Second Form of Proxy for the 2018 Annual General Meeting

The number of shares to which this Second Proxy Form relates ^{Note (1)}	
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I/We ^{Note (2)} _____
of _____
hereby appoint the chairman of the AGM (as defined below) or Mr./Ms. ^{Note (3)} _____
as my/our proxies to attend and vote on my/our behalf at the 2018 annual general meeting (including its adjournment) ("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, 28 June 2019 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.	Annual Report and its summary for year 2018			
2.	Report of the Board for year 2018			
3.	Report of the supervisory committee of the Company for year 2018			
4.	Financial report of the Company for year 2018			
5.	Auditors' report of the Company for year 2018			
6.	Proposal on the financial and operational targets and annual budget of the Company for year 2019			
7.	Resolution on the emoluments to be paid to the directors of the Company for year 2019:			
	7.1 Resolution on the emoluments to be paid to Mr. Li Chuyuan (the Chairperson of the Board) for year 2019			
	7.2 Resolution on the emoluments to be paid to Mr. Chen Mao (the Vice Chairperson of the Board) for year 2019			
	7.3 Resolution on the emoluments to be paid to Ms. Liu Juyan (an executive director) for year 2019			
	7.4 Resolution on the emoluments to be paid to Ms. Cheng Ning (an executive director) for year 2019			
	7.5 Resolution on the emoluments to be paid to Mr. Ni Yidong (an executive director) for year 2019			
	7.6 Resolution on the emoluments to be paid to Mr. Li Hong (an executive director) for year 2019			
	7.7 Resolution on the emoluments to be paid to Mr. Wu Changhai (an executive director) for year 2019			
	7.8 Resolution on the emoluments to be paid to Mr. Chu Xiaoping (an independent non-executive director) for year 2019			
	7.9 Resolution on the emoluments to be paid to Mr. Jiang Wenqi (an independent non-executive director) for year 2019			
	7.10 Resolution on the emoluments to be paid to Mr. Wong Hin Wing (an independent non-executive director) for year 2019			
	7.11 Resolution on the emoluments to be paid to Ms. Wang Weihong (an independent non-executive director) for year 2019			
8.	Resolution on the emoluments to be paid to the supervisors of the Company for year 2019:			
	8.1 Resolution on the emoluments to be paid to Mr. Xian Jiexiong (the Chairperson of the Supervisory Committee) for year 2019			
	8.2 Resolution on the emoluments to be paid to Ms. Li Jinyun (the supervisor representing the employees) for year 2019			
	8.3 Resolution on the emoluments to be paid to Ms. Gao Yanzhu (a supervisor) for year 2019			
9.	Resolution on the amounts of guarantees to be provided by the Company to secure bank loans for some of the subsidiaries of the Company			
10.	Resolution on the application by the Company for general banking facilities not exceeding RMB4 billion			

Ordinary Resolutions		For <small>Note (4)</small>	Against <small>Note (4)</small>	Abstain <small>Note (4)</small>
11.	Resolution on the entrusted borrowing and entrusted loans business between the Company and its subsidiaries			
12.	Resolution on the application for the amounts of bank borrowing by Guangzhou Pharmaceutical Corporation, a subsidiary of the Company, and the amounts of guarantees to be provided by it to secure the bank loans for some of its subsidiaries			
13.	Resolution on the proposed cash management of part of the temporary idle proceeds from fund raising of the Company			
14.	Resolution on the proposed cash management of part of the temporary idle internal funds of the Company and its subsidiaries			
15.	Resolution on the addition of a new entity which may use part of the proceeds from the fund raising of the Company			
16.	Resolution on amendments to the rules of procedures of the Board of Directors of the Company			
17.	Resolution on the re-appointment of Ruihua Certified Public Accountants as the auditor of the Company for year 2019			
18.	Resolution on the re-appointment of Ruihua Certified Public Accountants as the auditor for the internal control of the Company for year 2019			
Special Resolutions		For <small>Note (4)</small>	Against <small>Note (4)</small>	Abstain <small>Note (4)</small>
19.	Proposal on profit distribution and dividend payment of the Company for year 2018			
20.	Resolution on amendments to Articles of Association of the Company			
21.	Resolution on granting a general mandate to the Board for issuing new shares of the Company			
Election of a member of the seventh session of the Board by way of cumulative poll <small>Note (5)</small>		For <small>Note (5)</small> (Number of votes)		Against <small>Note (5)</small> (Number of votes)
22.	Resolution on the election of Mr. Zhang Chunbo as an executive director of the seventh session of the Board of the Company and the emoluments to be paid to him for year 2019.			

Signature of the Appointor Note (6): _____

Identity card number of the Appointor: _____

Number of A shares/H shares held by the Appointor Note (7): _____

Shareholder account number of the Appointor: _____

Signature of the Proxy Note (6): _____

Identity card number of the Proxy: _____

Date: _____ 2019

Notes:

1. Please insert the number of A shares/H shares registered in your name(s) and to which the second form of proxy relates. If no such number is inserted, the second form of proxy 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 AGM (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 AGM 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 (abstain votes will not be counted as voting "for"). If no instruction is given, the proxy(ies) is/are authorized to vote at his/her/their discretion.
5. **APPLICATION OF CUMULATIVE VOTING METHOD IN THE ELECTION OF DIRECTOR**

In accordance with the Articles of Association, the Company will adopt the cumulative voting method to voting and calculation of the voting results. As there is only one director to be elected, the number of votes that you are entitled to is equal to the number of shares that you hold. You may cast all the votes that you are entitled to or part of them. If the votes that you cast are less than what you are entitled to, you will be deemed to have abstained from voting in respect of the difference between the number of votes that you cast and the votes that you are entitled to cast. The example set out below explains the operation of the cumulative voting method. If you hold 1,000,000 shares of the Company and the number of director to be elected is one, you will have 1,000,000 votes (1,000,000 shares x 1 = 1,000,000 votes) in respect of resolution No. 22. You may cast all 1,000,000 votes or only part of them and cast your votes as described below: (1) you may cast all your 1,000,000 votes or any part of them on either "for" or "against". Should you cast a total of less than 1,000,000 votes, you will be deemed to have abstained from voting in respect of the difference; or (2) you may cast all your 1,000,000 votes or such number of votes below 1,000,000 and in each case allocate such number of votes as you wish on "for" and "against" simultaneously, and should you cast a total of less than 1,000,000 votes, you will be deemed to have abstained from voting in respect of the difference.

Resolution No. 22 will be considered as having been passed if more than half of the voting rights (simple majority without cumulative counting) were cast for it by the shareholders (or their proxies) attending the AGM.
6. The second form of proxy 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 second form of proxy 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, the second form of proxy shall be signed by the shareholder whose name stands first among such joint shareholders in the register of members.
7. Please insert the number of A shares/H shares registered in your name(s) and delete where not applicable.
8. If the second form of proxy 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. In order to be valid, such notarized power of attorney or other authority together with the second form of proxy 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 17M 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 AGM.
9. **IMPORTANT NOTICE:** holders of H Shares who have lodged the First Form of Proxy issued on 11 May 2019 with the Company should note that:
 - (a) If the Second Form of Proxy is lodged with the office of the Company's H Share Registrar 24 hours prior to the time designated for convening the AGM (the "**Closing Time**"), the Second Form of Proxy will revoke and supersede the First Form of Proxy previously lodged by him/her. The Second Form of Proxy will be treated as a valid form of proxy lodged by the holder of H Share(s) if correctly completed and signed and returned in accordance with the instructions printed thereon.
 - (b) If no Second Form of Proxy is lodged with the office of the Company's H Share registrar as at the Closing Time, the First Form of Proxy will be treated as a valid form of proxy lodged by the holder of H Share(s) if correctly completed. The proxy so appointed by the holder of H Share(s) will be entitled to vote at his/her discretion or to abstain from voting on any resolution properly put to the AGM including the resolution in relation to the proposed election of executive director as set out in the Second Form of Proxy.
10. The Second Form of Proxy 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.
11. The resolutions set out in the Second Form of Proxy are by way of summary only. Please refer to the notice and the supplemental notice of the AGM for the full text of these resolutions.
12. All times stated refer to Hong Kong time.