



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 ANNUAL GENERAL MEETING OF 2016

The number of shares to which this 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 2016 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 23 June 2017 (Friday) at 10:00 a.m.

Ordinary Resolutions ^{Note (4)}		For ^{Note (5)}	Against ^{Note (5)}	Abstain ^{Note (5)}
1	Report of the Board for year 2016			
2	Report of the supervisory committee of the Company for year 2016			
3	Financial report of the Company for year 2016			
4	Auditors' report of the Company for year 2016			
5	Proposal on profit distribution and dividend payment of the Company for year 2016			
6	Proposal on the operational targets and financial budget report of the Company for year 2017			
7	Resolution on the total service emoluments to be paid to the directors of the Company for year 2017			
8	Resolution on the total service emoluments to be paid to the supervisors of the Company for year 2017			
9	Resolution on the amounts of guarantees to be provided by the Company to secure 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 the entrusted loans business between the Company and its subsidiaries			
12	Resolution on the proposed cash management of part of the temporary idle proceeds from fund raising of the Company			
13	Resolution on the proposed cash management of part of the temporary idle internal fund of the Company and its subsidiaries			

Ordinary Resolutions <i>Note (4)</i>		For <i>Note (5)</i>	Against <i>Note (5)</i>	Abstain <i>Note (5)</i>
14	Resolution on the anticipated amounts of the ordinary and usual connected transactions for year 2017			
15	Resolution on the re-appointment of BDO China Shu Lun Pan Certified Public Accountants LLP as the auditors of the Company for year 2017			
16	Resolution on the re-appointment of BDO China Shu Lun Pan Certified Public Accountants LLP as the auditors for the internal control of the Company for year 2017			
Special Resolution <i>Note (4)</i>		For <i>Note (5)</i>	Against <i>Note (5)</i>	Abstain <i>Note (5)</i>
17	Resolution on granting general mandate to the Board for issuing new shares of the Company			
Election of the members of the seventh session of the Board of Directors and the seventh session of the Supervisory Committee by way of cumulative poll (<i>Notes 4 & 6</i>)				
18	Election of the executive directors of the seventh session of the Board by way of cumulative poll	For <i>Note (6)</i> (Number of votes)	Against <i>Note (6)</i> (Number of votes)	
	18.1 Elect Mr. Li Chuyuan as an executive director of the Company			
	18.2 Elect Mr. Chen Mao as an executive director of the Company			
	18.3 Elect Ms. Liu Juyan as an executive director of the Company			
	18.4 Elect Ms. Cheng Ning as an executive director of the Company			
	18.5 Elect Mr. Ni Yidong as an executive director of the Company			
	18.6 Elect Mr. Wu Changhai as an executive director of the Company			
	18.7 Elect Mr. Wang Wenchu as an executive director of the Company			
19	Election of the independent non-executive directors of the seventh session of the Board by way of cumulative poll	For <i>Note (6)</i> (Number of votes)	Against <i>Note (6)</i> (Number of votes)	
	19.1 Elect Mr. Chu Xiaoping as an independent non-executive director of the Company			
	19.2 Elect Mr. Jiang Wenqi as an independent non-executive director of the Company			
	19.3 Elect Mr. Wong Hin Wing as an independent non-executive director of the Company			
	19.4 Elect Ms. Wang Weihong as an independent non-executive director of the Company			
20	Election of the members of the seventh session of the Supervisory Committee by way of cumulative poll	For <i>Note (6)</i> (Number of votes)	Against <i>Note (6)</i> (Number of votes)	
	20.1 Elect Mr. Xian Jiaxiong as a supervisor of the Company			
	20.2 Elect Ms. Gao Yanzhu as a supervisor of the Company			

Signature of the Appointor *Note (7)* : _____

Identity card number of the Appointor : _____

Number of A shares/H shares held by the Appointor *Note (8)* : _____

Shareholder account number of the Appointor: _____

Signature of the Proxy ^{Note (9)} : _____

Identity card number of the Proxy: _____

Date: _____, 2017

Notes:

1. Please insert the number of A shares/H shares registered in your name(s) and to which this proxy form relates. If no such number is inserted, this proxy form will 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. The resolutions set out in this proxy form are by way of summary only. Please refer to the notice of the AGM for the full text of these resolutions and the relevant documents.
5. **If you would like to vote for any resolution, please put "✓" in the "For" column. If you would like to vote against any resolution, please put "✓" in the "Against" column. If you would like to abstain from any resolution, please put "✓" in the "Abstain" column.** If no instruction is given, the proxy (ies) is/are authorized to vote at his/her/their discretion. The shares which have been "withheld" or "abstained" from voting will be counted in the calculation of the majority required for the passing of a resolution. **This note does not apply to resolutions Nos. 18 to 20.**

6. APPLICATION OF CUMULATIVE VOTING METHOD IN THE ELECTION OF DIRECTORS AND SUPERVISORS

Resolutions Nos. 18.1 to 18.7 are the sub-resolutions under resolution No. 18 ("Election of the executive directors of the seventh session of the Board"), resolutions Nos. 19.1 to 19.4 are the sub-resolutions under resolution No. 19 ("Election of the independent non-executive directors of the seventh session of the Board") and resolutions 20.1 to 20.2 are the sub-resolutions under resolution No. 20 ("Election of the members of the seventh session of the Supervisory Committee"). In relation to both the election of directors and supervisors, the Company adopts a way of election under which the number of candidates equal to the seats available and, in accordance with the articles of association of the Company, adopts cumulative poll in counting the votes and determining the poll results.

In respect of sub-resolutions Nos.18.1 to 18.7, each share held by you shall have the number of votes equals to the number of the executive directors to be elected (i.e. seven). In respect of sub-resolutions Nos.19.1 to 19.4, each share held by you shall have the number of votes equals to the number of the independent non-executive directors to be elected (i.e. four). For instance, if you own one million shares of the Company and the number of the executive directors to be elected is seven, the total number of voting shares held by you in respect of sub-resolutions Nos. 18.1 to 18.7 is seven million shares (i.e. one million shares x 7 = seven million shares) and the total number of voting shares in respect of sub-resolutions Nos. 19.1 to 19.4 is four million shares (i.e. one million shares x 4 = four million shares).

Please note that you may cast the number of votes which equals to the number of shares held by you for each candidate for executive directors; you may also cast the total number of votes represented by each share held by you which equals to the number of candidates to be elected for one candidate; or you may cast some of the votes represented by each share held by you which equals to the number of directors to be elected for certain candidates (but not all) respectively. The above explanation applies to the election of independent non-executive directors and the election of supervisors.

After you have cast the total number of votes represented by each share held by you on one or more candidates, you shall no longer have any voting rights.

Please pay particular attention to the following:

- (a) **if the total number of votes that you cast equal to, or less than, the voting rights represented by all the shares held by you, the relevant voting is valid;**
- (b) **if total number of votes that you cast is less than the voting rights represented by all the shares held by you, then in respect of the difference in the number of votes that you are entitled to cast and the number of votes cast, you will be deemed to have abstained from voting. The shares which have been abstained will be counted in the calculation of the majority required for the passing of a sub-resolution; and**
- (c) **if the total number of votes that you cast on one or more candidate(s) is more than the voting rights represented by all the shares held by you, the relevant voting is invalid and you will be deemed to have abstained from voting in respect of all your shares and such shares will not be counted in the calculation of the majority required.**

The voting method adopted for electing directors under Resolution 18 shall also apply to the election of independent non-executive directors under Resolution 19 and the election of supervisors under Resolution 20.

In respect of the election of each of the executive directors, the independent non-executive directors and supervisors, a sub-resolution is passed if the votes cast "for" the relevant sub-resolution exceeded half of the number of shares (on the basis of non-cumulative number of shares) held by the shareholders (including their proxies) attending the AGM.

7. 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, this 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.
8. Please insert the number of A shares/H shares registered in your name(s) and delete where not applicable.
9. 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. In order to be valid, such notarized 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 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.
10. 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.
11. All times stated refer to Hong Kong time.