



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 2013 Annual General Meeting

The number of shares to which this Proxy Form relate<sup>(Note 1)</sup>

I/We<sup>(Note 2)</sup> \_\_\_\_\_ of \_\_\_\_\_ hereby appoint

the chairman of the annual general meeting or Mr./Ms. <sup>(Note 3)</sup> \_\_\_\_\_ as my/our proxy to attend and vote on my/our behalf at the 2013 annual general meeting ("AGM") of Guangzhou Baiyunshan Pharmaceutical Holdings Company Limited (the "Company") to be held at the conference room of the Company at 45 Sha Mian North Street, Liwan District, Guangzhou City, Guangdong Province, the People's Republic of China (the "PRC") on Thursday, 26 June 2014 at 10:00 a.m..

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

Ordinary Resolutions		For <sup>(Note 4)</sup>	Against <sup>(Note 4)</sup>	Abstain <sup>(Note 4)</sup>
1.	Report of the board of directors (the "Board") of the Company for year 2013;			
2.	Report of the supervisory committee of the Company for year 2013;			
3.	Financial reports of the Company for year 2013;			
4.	Auditors' reports of the Company for year 2013;			
5.	Proposal for profit distribution and dividend payment of the Company for year 2013;			
6.	Financial budget report of the Company for year 2014;			
7.	Total service emoluments to be paid to the directors of the Company for year 2014;			
8.	Total service emoluments to be paid to the supervisors of the Company for year 2014;			
9.	Provision of guarantees by the Company to secure bank loans for its subsidiaries;			
10.	Provision of guarantees by Guangzhou Baiyunshan Bai Di Bio-technology Co., Ltd., a subsidiary of the Company, to secure bank loans for Guangzhou Nuo Cheng Biotechnology Co., Ltd. in proportion to the shareholding therein;			
11.	Application by the Company for the bank loans no more than RMB2 billion;			
12.	Re-appointment of BDO China Shu Lun Pan Certified Public Accountants LLP as auditors of the Company for year 2014, and the proposal to the shareholders' meeting to authorize the Board to determine their remuneration;			
13.	Re-appointment of BDO China Shu Lun Pan Certified Public Accountants LLP as auditors for the internal control of the Company for year 2014, and the proposal to the shareholders' meeting to authorize the Board to determine their remuneration;			
14.	Daily connected transactions forecast of the Company and Guangzhou Wang Lao Ji Pharmaceutical Company Limited for the year 2014; and			
15.	The Shareholder Return Plan for the Next Three Years (2014-2016) of Guangzhou Baiyunshan Pharmaceutical Holdings Company Limited.			
Special Resolutions		For <sup>(Note 4)</sup>	Against <sup>(Note 4)</sup>	Abstain <sup>(Note 4)</sup>
1.	The resolution on proposed amendments to the Articles of Association of the Guangzhou Baiyunshan Pharmaceutical Holdings Company Limited; and			
2.	The resolution on proposed execution of Agreement on Compensation of Net Profit by Guangzhou Pharmaceutical Holdings Limited.			

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

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

Number of A shares / 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: \_\_\_\_\_, 2014

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 annual general 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).
- 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.