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廣州白雲山医药集团股份有限公司
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 2014

The number of shares to which this Proxy Form relate (Note 1)

I/We (Note 2) _____ of _____ hereby appoint the chairman of the meeting or Mr./Ms. (Note 3) _____ as my/our proxy to attend and vote on my/our behalf at the first extraordinary general meeting in 2014 (the "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 28 January 2014 (Tuesday) at 9:00.am.

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

Special Resolution		For (note 4)	Against (note 4)	Abstain (note 4)
The resolution on proposed amendment to the Articles of Association of the Guangzhou Baiyunshan Pharmaceutical Holdings Company Limited.				
Ordinary Resolutions		For (note 4)	Against (note 4)	Abstain (note 4)
1.	The resolution in relation to the amendment to the Rules of Procedures for the Board of Guangzhou Baiyunshan Pharmaceutical Holdings Company Limited.			
2.	Resolutions in relation to elections of members of the new session of the Board and members of the new session of the Supervisory Committee:		/	
(1)	To elect Mr. Li Chuyuan as an executive director of the new session of the Board whose term of office shall be three years commencing from the date of his appointment up to the date on which the members of the new session of the Board are elected.			
(2)	To elect Mr. Chen Mao as an executive director of the new session of the Board whose term of office shall be three years commencing from the date of his appointment up to the date on which the members of the new session of the Board are elected.			
(3)	To elect Ms. Liu Juyan as an executive director of the new session of the Board whose term of office shall be three years commencing from the date of her appointment up to the date on which the members of the new session of the Board are elected.			
(4)	To elect Ms. Cheng Ning as an executive director of the new session of the Board whose term of office shall be three years commencing from the date of her appointment up to the date on which the members of the new session of the Board are elected.			
(5)	To elect Mr. Ni Yidong as an executive director of the new session of the Board whose term of office shall be three years commencing from the date of his appointment up to the date on which the members of the new session of the Board are elected.			
(6)	To elect Mr. Wu Changhai as an executive director of the new session of the Board whose term of office shall be three years commencing from the date of his appointment up to the date on which the members of the new session of the Board are elected.			
(7)	To elect Mr. Wang Wenchu as an executive director of the new session of the Board whose term of office shall be three years commencing from the date of his appointment up to the date on which the members of the new session of the Board are elected.			
(8)	To elect Mr. Wong Lung Tak Patrick as an independent non-executive director of the new session of the Board whose term of office shall be three years commencing from the date of his appointment up to the date on which the members of the new session of the Board are elected.			
(9)	To elect Mr. Qiu Hongzhong as an independent non-executive director of the new session of the Board whose term of office shall be three years commencing from the date of his appointment up to the date on which the members of the new session of the Board are elected.			
(10)	To elect Mr. Fang Shuting as an independent non-executive director of the new session of the Board whose term of office shall be three years commencing from the date of his appointment up to the date on which the members of the new session of the Board are elected.			
(11)	To elect Mr. Chu Xiaoping as an independent non-executive director of the new session of the Board whose term of office shall be three years commencing from the date of his appointment up to the date on which the members of the new session of the Board are elected.			
(12)	To elect Mr. Xian Jiexiong as a supervisor of the new session of the Supervisory Committee whose term of office shall be three years commencing from the date of his appointment up to the date on which the members of the new session of the Supervisory Committee are elected. and			
(13)	To elect Ms. Wu Yan as a supervisor of the new session of the Supervisory Committee whose term of office shall be three years commencing from the date of her appointment up to the date on which the members of the new session of the Supervisory Committee are elected.			
3.	Provision of guarantees by the Company to secure bank loans amounted to RMB1 billion for Guangzhou Baiyunshan Pharmaceutical Holdings Hong Kong Company Limited, a wholly-owned subsidiary of the Company.			

Signature of Appointor (note 5 and 7): _____
 Identity card number of Appointor: _____
 Number of A shares / H shares held by Appointor (note 6): _____
 Shareholder account number of Appointor: _____
 Signature of Proxy: _____
 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 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 EGM and to vote thereat. The proxy(ies) need(s) not be shareholder(s) of the Company. Any alteration made herein must be initially 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 EGM in order to be valid.
- 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.