



# 國藥控股股份有限公司 SINOPHARM GROUP CO. LTD.\*

(A joint stock limited company incorporated in the People's Republic of China with limited liability  
and carrying on business in Hong Kong as 國控股份有限公司)  
(Stock Code: 01099)

## FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON MONDAY, 18 DECEMBER 2017

Number of shares to which this form of proxy relates <sup>(Note 1)</sup>	
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I/We <sup>(Note 2)</sup> \_\_\_\_\_  
of (address) \_\_\_\_\_  
being the holder(s) of \_\_\_\_\_ domestic shares/H shares <sup>(Note 3)</sup> of RMB1.00 each in the share capital of Sinopharm Group Co. Ltd. (the "Company"), hereby appoint the Chairman of the meeting or \_\_\_\_\_ <sup>(Note 4)</sup>  
of (address) \_\_\_\_\_

as my/our proxy(ies) to attend the extraordinary general meeting of the Company to be held at Meeting Room 1813, Sinopharm Plaza, No. 1001 Zhongshan West Road, Changning District, Shanghai, the People's Republic of China (the "PRC") at 9:30 a.m. on Monday, 18 December 2017 (the "EGM") or any adjournment thereof and to vote at such meeting or at any adjournment thereof in respect of the resolutions set out in the notice of the EGM as hereunder indicated on behalf of me/us, or if no such indication is given, as my/our proxy(ies) thinks fit.

ORDINARY RESOLUTIONS		FOR <sup>(Note 5)</sup>	AGAINST <sup>(Note 5)</sup>
1.	<b>THAT</b> the Procurement Framework Agreement entered into by the Company and China National Pharmaceutical Group Corporation on 27 October 2017 and the annual caps for the continuing connected transactions contemplated thereunder, be and are hereby approved and confirmed; and <b>THAT</b> any one director of the Company be and is hereby authorized to sign or execute such other documents or supplemental agreements or deeds on behalf of the Company and to do all such things and take all such actions as he/she may consider necessary or desirable for the purpose of giving effect to the Procurement Framework Agreement and completing the transactions contemplated thereunder with such changes as he/she may consider necessary, desirable or expedient.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2017

Signature <sup>(Note 6)</sup>: \_\_\_\_\_

*Notes:*

1. Please insert the number of shares of the Company registered in your name(s) to which this proxy relates. If a number is inserted, this form of proxy will be deemed to relate only to those shares. If no number is inserted, the form of proxy will be deemed to relate to all shares registered in your name(s) (whether alone or jointly with others).
  2. Please insert the full name(s) (in English or Chinese) and address(es) as registered in the register of members of the Company in block letters.
  3. Please insert the number of shares of the Company registered in your name(s) and delete as appropriate.
  4. If any proxy other than the Chairman of the meeting of the Company is preferred, please strike out the words “the Chairman of the meeting or” and insert the name and address of the proxy desired in the space provided. A shareholder may appoint one or more proxies to attend and vote on his/her behalf. A proxy need not be a shareholder of the Company. A proxy of a shareholder who has appointed more than one proxy may only vote on a poll. Any alteration made to this form of proxy must be initialed by the person(s) who sign(s) it.
  5. Important: If you wish to vote for any resolution, please put a tick in the box marked “FOR” or insert the number of shares held by you. If you wish to vote against any resolution, please put a tick in the box marked “AGAINST” or insert the number of shares held by you. If you do not indicate how you wish your proxy to vote, your proxy will be entitled to exercise his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the EGM other than those referred to in the notice of the EGM.
  6. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a legal person, must be either executed under its seal or under the hand of its director or other attorney duly authorised to sign the same. In case of joint holders, this form of proxy must be signed by the shareholder whose name stands first in the register of members of the Company.
  7. To be valid, for holders of H shares of the Company, this form of proxy and, if such proxy is signed by a person on behalf of the appointer pursuant to a power of attorney or other authority, a notarially certified copy of that power of attorney or other authority must be delivered to the H share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 24 hours before the time appointed for holding the EGM. For holders of domestic shares of the Company, this form of proxy and, if such proxy is signed by a person on behalf of the appointer pursuant to a power of attorney or other authority, a notarially certified copy of that power of attorney or other authority must be delivered to the Board Office of the Company in the PRC at Room 1603, Sinopharm Plaza, No. 1001 Zhongshan West Road, Changning District, Shanghai, 200051 not less than 24 hours before the time appointed for holding the EGM.
  8. In the case of joint holders of shares of the Company, only holder whose name stands first in the register of members of the Company shall alone be entitled to vote at the EGM either in person or by proxy in respect of such shares.
  9. The EGM is expected to be held for less than half a day. Shareholders and their proxies who attend the meeting shall arrange for their own transportation and accommodation at their own expenses. Shareholders shall produce their identity documents when attending the EGM.
- \* *The Company is registered as a non-Hong Kong company under the Hong Kong Companies Ordinance under its Chinese name and the English name “Sinopharm Group Co. Ltd.”.*