



# YiChang HEC ChangJiang Pharmaceutical Co., Ltd.

宜昌東陽光長江藥業股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock code: 01558)

## Form of Proxy for the Annual General Meeting to be held on 6 June 2019

(or any adjournment thereof)

Number of Shares Related to this Form of Proxy <i>(Note 1)</i>	domestic shares
	H shares

I/We *(Note 2)* \_\_\_\_\_  
of (address) \_\_\_\_\_  
being the registered holder(s) of *(Note 3)* \_\_\_\_\_ domestic/H shares of  
RMB1.00 each in the share capital of YiChang HEC ChangJiang Pharmaceutical Co., Ltd. (the “Company”) hereby appoint **the Chairman of the meeting or** \_\_\_\_\_ *(Note 4)*  
of (address) \_\_\_\_\_

as my/our proxy to attend and vote for me/us and on my/our behalf at the annual general meeting of the Company (the “AGM”) to be held at the meeting room of the Company, No. 38 Binjiang Road, Yidu, Yichang, Hubei Province, the People's Republic of China (the “PRC”), at 10:00 a.m. on Thursday, 6 June 2019 (or at any adjournment thereof) in respect of the resolutions as set out in the notice of AGM dated 9 April 2019 as hereunder indicated and, if no such indication is given, as my/our proxy thinks fit.

Ordinary Resolutions		For <i>(Note 5)</i>	Against <i>(Note 5)</i>	Abstain <i>(Note 5)</i>
1.	To review and approve the report of the board of directors of the Company for the year ended 31 December 2018.			
2.	To review and approve the report of the board of supervisors of the Company for the year ended 31 December 2018.			
3.	To review and approve the consolidated financial statements of the Company for the year ended 31 December 2018.			
4.	To review and approve the 2018 annual report of the Company.			
5.	To review and approve the profit distribution plan and the declaration of final dividend of the Company for the year ended 31 December 2018.			
6.	To review and approve the re-appointment of KPMG as auditor of the Company for a term until the conclusion of the next annual general meeting of the Company, and authorize the Board of Directors to determine its remuneration.			
7.	To appoint Mr. TANG Jinlong (唐金龍) as a shareholder representative supervisor of the Company for the second session of the board of supervisors of the Company.			

Special Resolutions		For <sup>(Note 5)</sup>	Against <sup>(Note 5)</sup>	Abstain <sup>(Note 5)</sup>
8.	To consider and approve to grant the board of directors of the Company an unconditional general mandate to issue, allot and deal with additional shares in the capital of the Company (detail of which is provided in the circular of AGM dated 9 April 2019).			
9.	To consider and approve (i) the grant of a conditional general mandate to the board of directors of the Company to repurchase H Shares in issue on the Stock Exchange with an aggregate nominal value of not exceeding 10% of the aggregate nominal value of H Shares in issue as at the date of passing of such special resolution; and (ii) the authorization to the board of directors of the Company to do all such deeds, acts, matters and things necessary or desirable for the purpose of or in connection with the exercise of the general mandate to repurchase H Shares, including, among others, to amend the Articles of Association and to cancel the H Shares repurchased upon the exercise of such general mandate.			

Date: \_\_\_\_\_

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

*Notes:*

- Please insert the number of shares of the Company registered in your name(s) to which this form of 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 of the Company registered in your name(s) (whether alone or jointly with others).
- Please insert the full name(s) and address(es) as registered in the register of members of the Company in **BLOCK LETTERS**.
- Please insert the number of shares of the Company registered in your name(s) and delete as appropriate.
- 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 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. Any alteration made to this form of proxy must be initialed by the person who signs it.
- 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 want to abstain from voting on any resolution, please put a tick in the box marked “ABSTAIN” or insert the number of shares held by you. If no direction is given, your proxy may vote as he/she thinks fit. The shares abstained will be counted in the calculation of the required majority.
- This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of its director or attorney or other officer duly authorized. In case of joint holders, this form of proxy may be signed by any of such joint holders.
- To be valid, 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 notarized copy of that power of attorney or other authority must be delivered, for holders of domestic shares, to the Company’s Board office at Securities Department, Dongyangguang Scientific Park, No. 368 Zhen An Zhong Road, Chang’an County, Dongguan, Guangdong Province, the PRC, or for holders of H shares, to the Company’s H share registrar 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 for holding of the AGM or any adjournment thereof (i.e. before 10:00 a.m. on Wednesday, 5 June 2019).
- Where there are joint holders of any share of the Company, any one of such persons may vote at the AGM, either personally or by proxy, in respect of such share as if he or she was solely entitled thereto, but if more than one of such joint holders are present at the AGM, personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof. The vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint shareholder(s) and for this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint shareholding of such shares.
- Please be advised that completion and delivery of this form of proxy will not preclude you from attending and voting at the AGM or any of its adjournments in person should you so wish.
- Unless otherwise defined, capitalized terms used in this form of proxy shall have the same meaning as those defined in the circular dated 9 April 2019 of the Company.