



廣州藥業股份有限公司

Guangzhou Pharmaceutical Company Limited

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

(H Share Stock Code: 0874)

Proxy Form

The number of shares to which this Proxy Form relates ⁽¹⁾	
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I/We⁽²⁾ _____ of _____

hereby appoint the chairman of the Meeting or Mr./Ms.⁽³⁾ _____ as my/our proxy to attend and vote on my/our behalf at the 2007 Annual General Meeting (the "AGM") of Guangzhou Pharmaceutical Company Limited (the "Company") to be held at 45 Sha Mian North Street, Guangzhou City, Guangdong Province, the People's Republic of China on Thursday, 29 May 2008, at 10:00 a.m.

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

I. Ordinary Resolutions		For ⁽⁴⁾	Against ⁽⁴⁾	Abstain ⁽⁴⁾
1.	Report of the Board of directors of the Company for the year 2007.			
2.	Report of the Supervisory Committee for the year 2007.			
3.	Financial reports of the Company for the year 2007.			
4.	Auditors' reports for the year 2007.			
5.	Proposal for profit distribution and dividend payment for the year 2007.			
6.	Total emoluments to be paid to the directors of the Company for the year 2008.			
7.	Total emoluments to be paid to the supervisors of the Company for the year 2008.			
8.	Re-appointment of Shu Lun Pan Yangcheng Certified Public Accountants Co. Ltd. (formerly known as "Guangdong Yangcheng Certified Public Accountants Co. Ltd.") and PricewaterhouseCoopers, whose appointments have expired, as the domestic and international auditors respectively, and the proposal to the shareholders' meeting to authorize the Board of directors to determine their respective remuneration.			
9.	Resolution in relation to the restructuring and creation of a number of special committees to the Board of directors.			
10.	Resolution in relation to the Purchase and Sale Connected Transactions Agreement entered into between the Company and Guangzhou Pharmaceutical Holdings Limited and the transactions contemplated thereunder.			
11.	Resolution in relation to the amount of guarantees on bank loan to be provided by the Company to certain of its subsidiaries in 2008.			
II. Special Resolutions				
1.	Resolution in relation to amendment to the Articles of Association of the Company.			
2.	Resolution in relation to amendment to the provisions under the Rules of Procedures for the Meeting of the Board of directors of the Company.			

Signature of Appointor⁽⁵⁾: _____ Identity card number of Appointor: _____

Number of A shares/H shares held by Appointor⁽⁶⁾: _____

Shareholder account number of Appointor: _____

Signature of Proxy⁽⁵⁾: _____

Identity card number of Proxy: _____

Date: _____, 2008

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 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 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.