



創美·CH'MEI

**CHARMACY PHARMACEUTICAL CO., LTD.**

**創美藥業股份有限公司**

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

(Stock Code: 2289)

**FORM OF PROXY FOR USE AT THE 2017 FIRST H SHAREHOLDERS' CLASS MEETING  
TO BE HELD AT THE CONFERENCE ROOM ON 3RD FLOOR, NO. 235 SONG SHAN  
NORTH ROAD, LONGHU DISTRICT, SHANTOU CITY, GUANGDONG PROVINCE,  
THE PRC ON 5 SEPTEMBER 2017 OR AT ANY ADJOURNMENT THEREOF**

Number of H Shares to which this form of proxy relates <sup>(Note 1)</sup>	H Shares
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I/We <sup>(Note 2)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(Note 1)</sup> \_\_\_\_\_ H share(s) of  
RMB1.00 each in the share capital of Charmacy Pharmaceutical Co., Ltd. (the "Company"), **HEREBY APPOINT** <sup>(Note 3)</sup> **THE CHAIRMAN  
OF THE MEETING** or \_\_\_\_\_  
of \_\_\_\_\_

as my/our proxy to attend at the 2017 first H shareholders' class meeting of the Company (the "Meeting") (and at any adjournment thereof) to be held at the Conference Room on 3rd Floor, No. 235 Song Shan North Road, Longhu District, Shantou City, Guangdong Province, the PRC at the later of 11:00 a.m. on 5 September 2017 or immediately after the conclusion of the 2017 first domestic shareholders' class meeting of the Company held on the same date for the purpose of considering and, if thought fit, passing the following resolutions as set out in the notice convening the Meeting dated 20 July 2017 and vote for me/us and in my/our names in respect of the resolutions as indicated below, or, if no such indication is given, as my/our proxy thinks fit.

SPECIAL RESOLUTIONS		FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>	ABSTAIN <sup>(Note 4)</sup>
1.	To consider and approve the proposal of the Company's application of public offering and listing of Renminbi Ordinary Shares (the "A Shares") (the "A Share Offering") (the following resolution to be voted item by item)			
1.1	classes of shares			
1.2	nominal value per share			
1.3	proposed stock exchange for the listing of the A Shares			
1.4	proposed offering size			
1.5	target subscriber			
1.6	method of offering			
1.7	pricing methodology			
1.8	form of underwriting			
1.9	conversion into a joint stock company with limited liability and domestically and overseas listed shares			
1.10	validity period of the resolutions for the proposal of the A Share Offering			
2.	to consider and approve the proposed amendments to the (draft) articles of association of the Company			
3.	to consider and approve the feasibility plan on the investment projects using the proceeds from the A Share Offering			
4.	to consider and approve the accumulated profit distribution plan before the A Share Offering			
5.	to consider and approve the authorisation to the Board to deal with matters in connection with the Company's application of initial public offering and listings of A Shares at its full discretion			
6.	to consider and approve the planning of dividend and return to shareholders within three years after the A Share Offering			

SPECIAL RESOLUTIONS		FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>	ABSTAIN <sup>(Note 4)</sup>
7.	to consider and approve the price stabilising budget and undertakings for the A Shares of the Company within three years after the A Share Offering			
8.	to consider and approve the remedial plan and relevant undertakings on dilution of immediate return arising from the A Share Offering			
9.	to consider and approve the undertakings on matters in connection with the A Share Offering and listings and proposed corresponding restrictive measures			
10.	to consider and approve the use of raised funds of the initial public offering of the Company's overseas listed foreign shares (the "H Shares") in the share capital of the Company, which are listed on the main board of The Stock Exchange of Hong Kong Limited with a nominal value of RMB1.00 (the "H Share Offering")			
11.	to consider and approve the termination of the issuance of additional H Shares			

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

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

**Notes:**

- Please insert the number of H share(s) registered in your name(s) relating to this form of proxy. If no number is inserted, this form of proxy will be deemed to relate to all of the H shares in the capital of the Company registered in your name(s).
- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- If any proxy other than the Chairman is preferred, please strike out "THE CHAIRMAN OF THE MEETING" here inserted and insert the name and address of the proxy desired in the space provided. You may appoint one or more proxies to attend the Meeting. A proxy need not be a shareholder of the Company but must attend the Meeting in person to represent you. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "AGAINST", IF YOU WISH TO ABSTAIN FROM VOTING ON ANY RESOLUTION, PLEASE TICK IN THE BOX MARKED "ABSTAIN", AND YOUR VOTING WILL BE COUNTED IN THE TOTAL NUMBER OF VOTES CAST IN THAT RESOLUTION FOR THE PURPOSE OF CALCULATING THE RESULT OF THAT RESOLUTION.** Failure to complete any or all of the boxes will entitle your proxy to cast his/her/its votes at his/her/its discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
- Any member of the Company ("Member") entitled to attend and vote at the Meeting shall be entitled to appoint another person (who must be an individual) as his/her/its proxy to attend and vote instead of him/her/it and a proxy so appointed shall have the same right as the Member to speak at the Meeting. On a poll, votes may be given either personally or by proxy. A proxy need not be a Member. A Member may appoint more than one proxy to attend on the same occasion.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either executed under its seal or under the hand of an officer or attorney duly authorised. If the proxy form is signed by an attorney of the shareholder, the power of attorney authorising that attorney to sign or other document(s) of authorisation must be notarized.
- In order to be valid, this form of proxy for the Meeting must be deposited by hand or post to the H share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 24 hours (i.e. not later than 11 a.m. on Monday, 4 September 2017) before the time for holding the Meeting (or any adjournment thereof) for taking the poll. If the form of proxy is signed by a person under a power of attorney or other authority, a notarial copy of that power of attorney or authority shall be deposited at the same time as mentioned in the form of proxy. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the Meeting or any adjourned meetings should they so wish.
- In case of joint shareholder for any share, only the person whose name is at the first place on the register of shareholders has the rights to receive the certificate of relevant shares and notice from the Company and to attend or exercise all of the votes relating to the shares.
- H Shareholders or their proxies shall provide their identity documents when attending the Meeting.
- The address of the headquarters in the PRC of the Company is No. 235, Song Shan North Road, Longhu District, Shantou City, Guangdong Province, the PRC.