



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 2020 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 20 JANUARY 2020 OR AT ANY ADJOURNMENT THEREOF**

Number of H Shares to which this form of proxy relates <sup>(Note 1)</sup>	H Shares
--	----------

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 2020 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 11:00 a.m. (or immediately after the conclusion of the 2020 first domestic shareholders' class meeting of the Company held on the same date) on 20 January 2020 for the purpose of considering and, if thought fit, passing the following resolutions as set out in the notice convening the Meeting dated 5 December 2019 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.

ORDINARY RESOLUTION		FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>	ABSTAIN <sup>(Note 4)</sup>
1.	to consider and, if thought fit, approve the proposed amendments to the Rules of Procedures for Shareholders' Meetings.			
SPECIAL RESOLUTION		FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>	ABSTAIN <sup>(Note 4)</sup>
2.	to consider and, if thought fit, approve the proposed amendments to the Articles of Association.			

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

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 INITIALED 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 form of proxy 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 11:00 a.m. on Sunday, 19 January 2020) 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.