



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 EXTRAORDINARY GENERAL 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 AT 10:00 A.M. OR AT ANY ADJOURNMENT THEREOF**

Number of shares to which this form of proxy relates ^(Note 1)	Domestic Shares
	H Shares

I/We ^(Note 2) _____
of _____
being the registered holder(s) of ^(Note 1) _____ H Share(s)/domestic share(s) of
RMB1.00 each in the share capital of Charmacy Pharmaceutical Co., Ltd. (the "Company"), HEREBY APPOINT ^(Note 3) **THE CHAIRMAN OF THE
MEETING** or _____
of _____
as my/our proxy to attend at the 2017 first extraordinary general 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 on 5 September
2017 at 10:00 a.m. 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.

ORDINARY RESOLUTIONS		FOR ^(Note 4)	AGAINST ^(Note 4)	ABSTAIN ^(Note 4)
1.	to consider and approve the proposed amendments to the rules of procedures of general meetings of the Company			
2.	to consider and approve the proposed amendments to the rules of procedures of the board (the "Board") of directors (the "Directors") of the Company			
3.	to consider and approve the proposed amendments to the administration system of related transactions			
4.	to consider and approve the proposed amendments to the administration system of external guarantee			
5.	to consider and approve the proposed amendments to the administration system of external investment			
6.	to consider and approve the proposed amendments to the system concerning the duties of independent Directors			
7.	to consider and approve the formulation of the administration system of raised funds			
8.	to consider and approve the formulation of the administration system of prevention of major shareholders and related parties from occupying funds			
9.	to consider and approve the projected daily related transactions of the Company in 2017			
10.	to consider and approve the proposed re-modification of the use of proceeds from the global offering			
11.	to consider and approve the appointment of Mr. Lin Zhijie as the shareholders' representative supervisor of the first session of the supervisory committee of the Company to hold office from the date on which this resolution is passed until the end of the first session of the supervisory committee of the Company and to authorise any one executive Director to enter into a service contract on behalf of the Company with Mr. Lin Zhijie to comply with such terms and conditions as the Board shall think fit and to do all such acts and things to give effect to such matters			
SPECIAL RESOLUTIONS		FOR ^(Note 4)	AGAINST ^(Note 4)	ABSTAIN ^(Note 4)
12.	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 resolutions to be voted item by item)			
12.1	classes of shares			
12.2	nominal value per share			
12.3	proposed stock exchange for the listing of the A Shares			
12.4	proposed offering size			
12.5	target subscriber			

12.6	method of offering			
12.7	pricing methodology			
12.8	form of underwriting			
12.9	conversion into a joint stock company with limited liability and domestically and overseas listed shares			
12.10	validity period of the resolutions for the proposal of the A Share Offering			
13.	to consider and approve the proposed amendments to the (draft) articles of association of the Company			
14.	to consider and approve the feasibility plan on the investment projects using the proceeds from the A Share Offering			
15.	to consider and approve the accumulated profit distribution plan before the A Share Offering			
16.	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			
17.	to consider and approve the planning of dividend and return to shareholders within three years after the A Share Offering			
18.	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			
19.	to consider and approve the remedial plan and relevant undertakings on dilution of immediate return arising from the A Share Offering			
20.	to consider and approve the undertakings on matters in connection with the A Share Offering and listings and proposed corresponding restrictive measures;			
21.	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")			
22.	to consider and approve the termination of the issuance of additional H Shares			
23.	to consider and, if thought fit, approve the proposed amendments to the Articles of Association of the Company, and to authorize any Director to modify the wordings of such amendments as appropriate (such amendments will not be required to be approved by the Shareholders of the Company) and execute all such documents and/or do all such acts as the Directors may, in their absolute discretion, deem necessary or expedient and in the interest of the Company in order to deal with other related issues arising from the amendments to the Articles of Association of the Company			

Dated this _____ day of _____ 2017

Signature(s) ^(Note 6) _____

Notes:

- Please insert the number and type of 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 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, for holders of H shares of the Company, 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 and, for holders of domestic shares of the Company, to the headquarters in the PRC of the Company not less than 24 hours (i.e. not later than 10 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.
- 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.