



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 ANNUAL 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 28 MAY 2018 at 10 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 annual general meeting of the Company (the "AGM") (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 28 May 2018 at 10 a.m. for the purpose of considering and, if thought fit, passing the following resolutions as set out in the notice convening the Meeting, 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, if thought fit, approve the report of the board (the "Board") of directors (the "Directors") of the Company for the year ended 31 December 2017.			
2.	To consider and, if thought fit, approve the report of supervisory committee of the Company (the "Supervisory Committee") for the year ended 31 December 2017.			
3.	To consider and, if thought fit, approve the report of the auditors and the audited financial statements of the Company for the year ended 31 December 2017.			
4.	To consider and, if thought fit, approve the re-appointment of SHINEWING Certified Public Accountants (LLP) as the auditors of the Company for the year 2018, to hold office until the conclusion of the next annual general meeting of the Company and to authorise the Board to fix their remuneration.			
5.	To consider and, if thought fit, approve the resolution regarding the election of Directors of the second session of the Board (this resolution is effected by cumulative voting process).	Cumulative votes (Please fill in the number of votes) (Notes 5 and 6)		
	5.1. election of Mr. Yao Chuanglong as an executive Director of the Company;			
	5.2. election of Ms. Zheng Yuyan as an executive Director of the Company;			
	5.3. election of Mr. Lin Zhixiong as an executive Director of the Company;			
	5.4. election of Mr. Li Weisheng as a non-executive Director of the Company;			
	5.5. election of Mr. Wan Chi Wai Anthony as an independent non-executive Director of the Company;			
	5.6. election of Mr. Zhou Tao as an independent non-executive Director of the Company;			
	5.7. election of Mr. Guan Jian (also know as Guan Suzhe) as an independent non-executive Director of the Company.			
6.	to consider and, if thought fit, approve the resolution regarding the election of the Shareholder Representative Supervisor and the Independent Supervisor of the second session of the Supervisory Committee (This resolution is effected by cumulative voting process).	Cumulative votes (Please fill in the number of votes) (Notes 5 and 6)		

ORDINARY RESOLUTIONS		FOR (Note 4)	AGAINST (Note 4)	ABSTAIN (Note 4)
6.1.	the election of Ms. Zhang Ling as the Independent Supervisor of the second session of the Supervisory Committee; and			
6.2.	the election of Mr. Lin Zhijie as the Shareholder Representative Supervisor of the second session of the Supervisory Committee.			
7.	to consider and, if thought fit, approve the resolution regarding the remuneration of the Directors and Supervisors of the Company.			
8.	to consider and, if thought fit, approve the Company's profit distribution plan and declaration of final dividends for the year ended 31 December 2017.			
9.	to consider and approve the projected daily related transactions of the Company in 2018.			
10.	To consider and approve the Company and its subsidiaries' application for a comprehensive credit line of no more than RMB1.45 billion from banks in 2018, with a credit period of one year. Such credit line is reusable. The variety of the comprehensive credit line includes but is not limited to short-term working capital loans, long-term borrowings, bank acceptance bills, commercial acceptance bills, letters of guarantee, letters of credit, and mortgage loans. The Chairman is authorized to represent the Company in completing relevant procedures within the comprehensive credit line approved by the bank and to sign all the legal documents, such as contracts, agreements and proofs, relating to credit products including but not limited to loans, credits, trusts and finance leases.			
11.	To consider and approve the Company's absolute discretion to provide support (including but not limited to guarantee and credit support) for the financing matters of the Company and its subsidiaries in 2018, as long as the aggregate amount does not exceed RMB1.45 billion including but not limited to loans, credits, trusts and finance leases. The Chairman is authorized to represent the Company in completing all relevant procedures within the total credit line of the above support, and to sign all the legal documents, such as contracts, agreements and proofs, relating to the above financing support for the subsidiaries (including but not limited to loans, credits, trusts and finance leases).			
SPECIAL RESOLUTION		FOR (Note 4)	AGAINST (Note 4)	ABSTAIN (Note 4)
12.	To consider and, if thought fit, approve the proposed amendments to the Articles of Association (details of which are set out in the circular of the Company dated 12 April 2018), and that any Director be and is hereby authorised 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.			

Date: _____ 2018

Signature(s) (Note 6): _____

Notes:

- Please insert the number and class 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.** If there is no instruction, your proxy will be entitled 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.
- Regarding resolutions 5 and 6, cumulative voting system will be used for the resolution. Cumulative voting system refers to where two or more directors/supervisors are to be elected at the general meeting, the number of votes for each share held by a Shareholder shall be equal to the aggregate number of directors/supervisors for election under the resolution. The Shareholders may use all of the votes concentrating on one particular person, or may distribute the votes for electing several persons. When the total votes cast by a Shareholder on some candidate directors/supervisors exceeds the total votes to which he/she is entitled, all the votes cast will become invalid and be regarded as abstain votes; when the total votes cast by a Shareholder for some candidate directors/supervisors are less than the total votes to which he/she is entitled, the votes are valid and the remaining votes will be regarded as abstain votes. Where the "For" votes cast for a particular candidate for director/supervisor are more than half of the total number of shares held by all Shareholders attending (before cumulation) and where the "For" votes exceed the "Against" votes, the candidate in question will be considered to have been elected. Where the elected directors/supervisors at the general meeting are less than directors/supervisors to be elected, new rounds of voting are required to be held for election of the remaining directors/supervisors until the number of directors/supervisors to be elected is fulfilled. When holding a new round of voting for electing directors/supervisors in accordance with the aforesaid matters, the general meeting shall recount the number of cumulative votes of Shareholders based on the number of candidates to be elected in each round of election.
- Please note that the number of Shares represented by your voting rights (without the adoption of cumulative voting) will be included in the number of Shares represented by voting rights held by the Shareholders that will attend the AGM.
- 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 proxy form 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 before the time for holding the Meeting (or any adjournment thereof) for taking the poll. If the proxy form 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 proxy form. Completion and return of the proxy form 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 AGM.
- The address of the headquarters in the PRC of the Company is No. 235, Song Shan North Road, Longhu District, Shantou City, Guangdong Province, PRC.