



創美·CH'MEI

**Charmacy Pharmaceutical Co., Ltd.**

**創美藥業股份有限公司**

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

**(Stock Code: 2289)**

**FORM OF PROXY FOR USE AT THE ANNUAL GENERAL MEETING  
TO BE HELD ON 20 MAY 2024 OR AT ANY ADJOURNMENT THEREOF**

Number of H shares to which this form of proxy relates (Note 1)	
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I/We (Note 2) \_\_\_\_\_

of \_\_\_\_\_

being the registered holder(s) of (Note 1) \_\_\_\_\_ H 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 2<sup>nd</sup> Floor, No. 33, Liyu Street, Dongchong Town, Nansha District, Guangzhou City, Guangdong Province, the PRC on 20 May 2024 at 3 p.m. for the purpose of considering and, if thought fit, passing the following resolutions as set out in the notice convening the AGM, 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 "Director(s)") of the Company for the year ended 31 December 2023.			
2	To consider and, if thought fit, approve the report of board (the "Board of Supervisors") of supervisors (the "Supervisor(s)") of the Company for the year ended 31 December 2023.			
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 2023.			
4	To consider and, if thought fit, approve the profit distribution plan and declaration of final dividend for the year ended 31 December 2023.			
5	To consider and, if thought fit, approve the remuneration of the Directors and Supervisors for the year 2024.			
6	To consider and, if thought fit, approve the election of the Directors of the fourth session of the Board (this resolution is effected by cumulative voting process):	Cumulative votes (Please fill in the number of votes) (Notes 11 and 12)		
6.1	to consider and approve the re-election of Mr. Yao Chuanglong as an executive Director;			
6.2	to consider and approve the re-election of Ms. Zheng Yuyan as an executive Director;			
6.3	to consider and approve the re-election of Ms. Zhang Hanzi as an executive Director;			
6.4	to consider and approve the re-election of Mr. Yan Jingbin as a non-executive Director;			
6.5	to consider and approve the re-election of Ms. Fu Zheng as a non-executive Director;			

6.6	to consider and approve the re-election of Mr. Xu Fei as a non-executive Director;			
6.7	to consider and approve the re-election of Mr. Li Hanguo as an independent non-executive Director;			
6.8	to consider and approve the re-election of Mr. Wan Chi Wai Anthony as an independent non-executive Director; and			
6.9	to consider and approve the re-election of Mr. Guan Jian as an independent non-executive Director.			
7	To consider and, if thought fit, approve the election of the Supervisors of the fourth session the Board of Supervisors (this resolution is effected by cumulative voting process):	Cumulative votes (Please fill in the number of votes) (Notes 11 and 12)		
7.1	to consider and approve the re-election of Mr. Zhu Minghong as the Shareholder's representative Supervisor; and			
7.2	to consider and approve the re-election of Ms. Zhang Ling as the independent Supervisor.			
<b>ORDINARY RESOLUTIONS</b>		<b>FOR</b> <i>(Note 4)</i>	<b>AGAINST</b> <i>(Note 4)</i>	<b>ABSTAIN</b> <i>(Note 4)</i>
8	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 2024, to hold office until the conclusion of the next annual general meeting of the Company and to authorise the Board to fix their remuneration.			
9	To consider and, if thought fit, approve the Company and its subsidiaries' application of a comprehensive revolving credit line of no more than RMB2.4 billion from banks and provision of guarantee, and fully authorise the chief executive officer, Mr. Yao Chuanglong to handle the relevant procedures within the approved support limit, during the period from the date when this proposal is passed at the AGM to the conclusion of the next annual general meeting, and sign all the relevant documents.			
<b>SPECIAL RESOLUTION</b>		<b>FOR</b> <i>(Note 4)</i>	<b>AGAINST</b> <i>(Note 4)</i>	<b>ABSTAIN</b> <i>(Note 4)</i>
10	To grant a general mandate to the Board to allot, issue and deal with shares not exceeding 20% of the issued shares of the Company and authorise the Board to make corresponding amendments to the articles of association of the Company as it thinks fit so as to reflect the new capital structure upon the allotment or issuance of shares:			

For details of the above resolutions, please refer to the Company's circular dated 26 April 2024.

Date: \_\_\_\_\_ 2024

Signature(s) (Note 7): \_\_\_\_\_

*Notes:*

1. Please insert the number 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).
2. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
3. 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 AGM. A proxy need not be a shareholder of the Company but must attend the AGM 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.**
4. **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 AGM other than those referred

to in the notice convening the AGM.

5. 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 of the Company (the “**Shareholders**”) that will attend the AGM.
6. Any member of the Company entitled to attend and vote at the AGM 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 Shareholder to speak at the AGM. On a poll, votes may be given either personally or by proxy. A proxy need not be a Shareholder of the Company. A Shareholder may appoint more than one proxy to attend on the same occasion.
7. 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.
8. In order to be valid, this proxy form for the AGM must be deposited by hand or post to the share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 24 hours before the time for holding the AGM (i.e. not later than 3 p.m. on Sunday, 19 May 2024) (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 AGM or any adjourned meetings should they so wish.
9. In case of joint holders of 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.
10. Shareholders or their proxies shall provide their identity documents when attending the AGM.
11. Regarding resolutions 6 and 7, 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.
12. 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.