



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 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 10 JUNE 2017
AT 9:00 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 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 10 June 2017 at 9:00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions as set out in the notice convening the AGM dated 25 April 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, if thought fit, approve the report of the board (the "Board") of directors (the "Directors") of the Company for the year ended 31 December 2016			
2.	To consider and, if thought fit, approve the report of supervisory committee of the Company for the year ended 31 December 2016			
3.	To consider and, if thought fit, approve the report of the auditors and the audited consolidated financial statements of the Company for the year ended 31 December 2016			
4.	To consider and, if thought fit, approve the change of auditors and the appointment of SHINEWING Certified Public Accountants (LLP) as the auditors of the Company for the year 2017, to hold office until the conclusion of the next AGM of the Company and to authorise the Board to fix its remuneration;			
5.	To authorise the Board to fix the remuneration of the Directors and supervisors			
6.	To consider and, if thought fit, approve the change in use of proceeds from the Global Offering			
7.	To consider and, if thought fit, approve the Company's profit distribution plan and declaration of final dividends for the year ended 31 December 2016			
8.	To consider and approve granting to the Board an authorization to impose in its absolute discretion the relevant financing matters of the Company and its subsidiaries within the financing scope amounting to an addition of RMB500 million (including but not limited to loans, facilities, trusts, and financing leases, etc)			

ORDINARY RESOLUTIONS		FOR (Note 4)	AGAINST (Note 4)	ABSTAIN (Note 4)
9.	To consider and approve granting to the Board an authorization to provide assistance (including but not limited to guarantees, credit supports, etc) in its absolute discretion to the financing matters of the Company's subsidiaries within the financing scope amounting to an addition of RMB500 million (including but not limited to loans, facilities, trusts, and financing leases, etc)			
SPECIAL RESOLUTION		FOR (Note 4)	AGAINST (Note 4)	ABSTAIN (Note 4)
10.	To consider and, if thought fit, approve the proposed amendments to the Articles of Association of the Company (details of which are set out in the circular of the Company dated 25 April 2017), 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 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 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 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 AGM other than those referred to in the notice convening the AGM.
- Any member of the Company ("**Member**") 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 the Member to speak at the AGM. 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 AGM 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 (not later than 9:00 a.m. on 9 June 2017) before the time for holding the AGM (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 AGM 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.