



SINOPHARM GROUP CO. LTD.*
國藥控股股份有限公司

(A joint stock limited company incorporated in the People's Republic of China with limited liability and carrying on business in Hong Kong as 國控股份有限公司)
 (Stock code: 01099)

FORM OF PROXY FOR ANNUAL GENERAL MEETING

Number of shares to which this form of proxy relates ^(Note 1)	
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I/We^(Note 2) _____
 of (address) _____
 being the holder(s) of _____ domestic shares/H shares^(Note 3)
 of RMB1.00 each in the share capital of Sinopharm Group Co. Ltd. (the "**Company**"), hereby appoint the Chairman of the meeting or _____^(Note 4)
 of (address) _____
 as my/our proxy(ies) to attend the annual general meeting of the Company to be held at Meeting Room 1813, Sinopharm Plaza, No. 1001 Zhongshan West Road, Changning District, Shanghai, the People's Republic of China (the "**PRC**") at 9:00 a.m. on Thursday, 16 June 2016 (the "**AGM**") or any adjournment thereof and to vote at such meeting or at any adjournment thereof in respect of the resolutions set out in the notice of AGM dated 29 April 2016 (the "**Notice**") as hereunder indicated on behalf of me/us, or if no such indication is given, as my/our proxy(ies) thinks fit.

ORDINARY RESOLUTIONS (see Note A)		FOR ^(Note 5)	AGAINST ^(Note 5)
1.	To consider and approve the report of the board of directors of the Company (the " Board ") for the year ended 31 December 2015.		
2.	To consider and approve the report of the supervisory committee of the Company (the " Supervisory Committee ") for the year ended 31 December 2015.		
3.	To consider and approve the audited financial statements of the Company and its subsidiaries for the year ended 31 December 2015 and the auditors' report.		
4.	To consider and approve the profit distribution plan and payment of the final dividend for the year ended 31 December 2015.		
5.	To consider and authorize the Board to determine the remuneration of the directors of the Company (the " Directors ") for the year ending 31 December 2016.		
6.	To consider and authorize the Supervisory Committee to determine the remuneration of the supervisors of the Company (the " Supervisors ") for the year ending 31 December 2016.		
7.	To consider and approve the delegation of the power to the Board to approve the guarantees in favor of third parties with an aggregate total value of not more than 30% of the latest audited total assets of the Company over a period of 12 months; and if the above delegation is not consistent with, collides with or conflicts with the requirements under the Rules Governing the Listing of Securities (the " Hong Kong Listing Rules ") on The Stock Exchange of Hong Kong Limited (the " Hong Kong Stock Exchange ") or other requirements of the Hong Kong Stock Exchange, the requirements under the Hong Kong Listing Rules or other requirements of the Hong Kong Stock Exchange should be followed.		
8.	To consider and, if thought fit, to approve the appointment of Mr. Wu Yijian as a non-executive Director, to authorise the Board to determine his remuneration, and to authorise any executive Director to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company.		

* The Company is registered as a non-Hong Kong company under the Hong Kong Companies Ordinance under its Chinese name and the English name "Sinopharm Group Co. Ltd."

SPECIAL RESOLUTION (see Note A)		FOR ^(Note 5)	AGAINST ^(Note 5)
9.	<p>To consider and, if thought fit, to approve:</p> <p>“THAT:</p> <p>(a) the Company be and is hereby authorised to issue debt financing instruments (the “Debt Financing Instruments”) with the aggregate amount limit for all bonds for which registration is applied for being no more than RMB20 billion;</p> <p>(b) the general manager of the Company, be and is hereby authorized to deal with all the matters in relation to the proposed issue of Debt Financing Instruments in its/his sole discretion, including but not limited to:</p> <p>(i) according to laws, regulations, and the specific conditions of the Company and debt market, to formulate, adjust and implement the specific plans, terms and conditions for the issue of the Debt Financing Instruments, including, among others, determination of the category(ies) of issue, the size of issue, the method of issue (including the issue amount in each tranche), the terms of issue, interest rate, use of proceeds, guarantee and debt security arrangements;</p> <p>(ii) to formulate, approve, execute, modify and announce the legal documents relating to the issue, and make the appropriate adjustment or supplement to the filings pursuant to the requirements of the regulatory authorities;</p> <p>(iii) to select the bond trustee(s), execute bond trustee management agreement(s) and promulgate the rules for bondholders’ general meeting;</p> <p>(iv) to make corresponding adjustments to the relevant matters or determine whether to continue the issue in accordance with the practical situation in the case of any changes in opinions from regulatory authorities, the policies and market conditions except where re-voting at a general meeting is required by any relevant laws and regulations and the articles of association of the Company;</p> <p>(v) to deal with all relevant matters in relation to the reporting and listing of the Debt Financing Instruments;</p> <p>(vi) to determine the engagement of necessary intermediary agencies in relation to the issue of the Debt Financing Instruments; and</p> <p>(vii) to deal with other specific matters in relation to the issue of Debt Financing Instruments.</p>		
10.	To consider and approve to grant a general mandate to the Board to exercise the power of the Company to allot, issue and/or deal with Domestic Shares and/or H Shares. (Details of this resolution were contained in the Notice).		

Note A: Unless otherwise defined herein, the terms used herein shall have the same meanings as defined in the Notice.

Dated this _____ day of _____, 20____

Signature^(Note 6): _____

Notes:

1. Please insert the number of shares of the Company registered in your name(s) to which this form of proxy relates. If a number is inserted, this form of proxy will be deemed to relate only to those shares. If no number is inserted, the form of proxy will be deemed to relate to all shares registered in your name(s) (whether alone or jointly with others).
2. Please insert the full name(s) (in English or Chinese) and address(es) as registered in the register of members of the Company in block letters.
3. Please insert the number of shares of the Company registered in your name(s) and delete as appropriate.
4. If any proxy other than the Chairman of the meeting of the Company is preferred, please strike out the words “the Chairman of the meeting or” and insert the name and address of the proxy desired in the space provided. A shareholder may appoint one or more proxies to attend and vote on his/her behalf. A proxy need not be a shareholder of the Company. A proxy of a shareholder who has appointed more than one proxy may only vote on a poll. Any alteration made to this form of proxy must be initialed by the person(s) who sign(s) it.
5. Important: If you wish to vote for any resolution, please put a tick in the box marked “**FOR**” or insert the number of shares held by you. If you wish to vote against any resolution, please put a tick in the box marked “**AGAINST**” or insert the number of shares held by you. If you do not indicate how you wish your proxy to vote, your proxy will be entitled to exercise his 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 of the AGM.
6. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a legal person, must be either executed under its seal or under the hand of its director or other attorney duly authorised to sign the same. In case of joint holders, this form of proxy must be signed by the shareholder whose name stands first in the register of members of the Company.
7. To be valid, for holders of H shares of the Company, this form of proxy and, if such proxy is signed by a person on behalf of the appointer pursuant to a power of attorney or other authority, a notarially certified copy of that power of attorney or other authority must be delivered to the H share registrar of the Company in Hong Kong, 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 appointed for holding the AGM. For holders of domestic shares of the Company, this form of proxy and, if such proxy is signed by a person on behalf of the appointer pursuant to a power of attorney or other authority, a notarially certified copy of that power of attorney or other authority must be delivered to the Board Office of the Company in the PRC at Room 1603, Sinopharm Plaza, No. 1001 Zhongshan West Road, Changning District, Shanghai 200051 not less than 24 hours before the time appointed for holding the AGM.
8. In the case of joint holders of shares of the Company, only holder whose name stands first in the register of members of the Company shall alone be entitled to vote at the AGM either in person or by proxy in respect of such shares.
9. The AGM is expected to be held for less than half a day. Shareholders and their proxies who attend the meeting shall arrange for their own transportation and accommodation at their own expenses. Shareholders shall produce their identity documents when attending the AGM.