



國藥控股股份有限公司

SINOPHARM GROUP CO. LTD.*

(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 THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON FRIDAY, 9 MARCH 2018

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 extraordinary 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 Friday, 9 March 2018 (the "EGM") 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 the EGM as hereunder indicated on behalf of me/us, or if no such indication is given, as my/our proxy(ies) thinks fit.

ORDINARY RESOLUTIONS		FOR ^(Note 5)	AGAINST ^(Note 5)
1.	To consider and, if thought fit, to approve the appointment of Ms. Rong Yan as a non-executive director of the fourth session of the board of directors of the Company (the "Board"), to authorize the Board to determine her remuneration, and to authorize the chairman of the Board or any executive director of the Company to enter into the service contract or such other documents or supplemental agreements or deeds with her.		
2.	To consider and, if thought fit, to approve the appointment of Mr. Wu Yijian as a non-executive director of the fourth session of the Board, to authorize the Board to determine his remuneration, and to authorize the chairman of the Board or any executive director of the Company to enter into the service contract or such other documents or supplemental agreements or deeds with him.		

* 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		FOR <i>(Note 5)</i>	AGAINST <i>(Note 5)</i>
3.	<p>To consider that, if thought fit, to approve:</p> <p>“THAT</p> <p>(a) the Company be and is hereby approved, within 24 months from the date when the approval from the China Securities Regulatory Commission is obtained, to issue corporate bonds in the PRC of no more than RMB10 billion (inclusive) in scale (the “Corporate Bonds”);</p> <p>(b) the Board or the authorised person of the Board, being Mr. Li Zhiming, the chairman of the Board and an executive director of the Company, shall be authorised to do the following, including but not limited to:</p> <p>(1) in accordance with the laws and regulations, relevant provisions of regulatory authorities and the resolutions adopted at the general meeting of the Company, as well as the Company and the bond market’s actual situation, to determine and adjust the specific plan of the issue of the Corporate Bonds, including but not limited to the issue size of the Corporate Bonds, issue method (including whether to issue in tranches, amount for each tranche, etc.), specific terms of maturity and the issue size of each maturity type, whether to include redemption provision or put-back provision, interest rate of the bonds, principal and interest repayment, use of the proceeds, guaranty arrangement, guarantee measures for repayment (including but not limited to the guarantee measures for repayment under this issue plan), specific purchase methods, specific placing arrangements, bond listing, and all matters related to this issue plan;</p> <p>(2) to determine the engagement of professional agents to assist the Company in handling the matters related to the application and listing for the issue of the Corporate Bonds;</p> <p>(3) to formulate, approve, execute, amend and announce all the legal documents regarding the issue of the Corporate Bonds, and to make suitable supplements and adjustments on the application documents in accordance with the requirements of the regulatory authorities;</p> <p>(4) to select bond trustee, execute the bond trustee management agreement and formulate the rules of bondholders’ meeting;</p> <p>(5) upon the completion of the issue of the Corporate Bonds, to take the actions regarding the listing of the Corporate Bonds;</p> <p>(6) if there is any change on the opinions of the regulatory authorities, policies or market conditions, to make suitable adjustments on the matters of the issue of the Corporate Bonds, or to decide whether to proceed the issue of the Corporate Bonds based on the actual situations, except for the matters which are subject to the shareholders’ approval in accordance with the relevant laws, regulations and the Articles of Association; and</p> <p>(7) to take all other relevant actions regarding the issue of the Corporate Bonds.”</p>		

Dated this _____ day of _____, 2018

Signature *(Note 6)*: _____

Notes:

1. Please insert the number of shares of the Company registered in your name(s) to which this 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 EGM other than those referred to in the notice of the EGM.
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 EGM. 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 EGM.
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 EGM either in person or by proxy in respect of such shares.
9. The EGM 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 EGM.