



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 25 MAY 2020 AT 10 A.M. OR 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 or Meeting") (or 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 25 May 2020 at 10 a.m. for the purpose of considering and, if thought fit, passing the following resolution as set out in the notice convening the Meeting, and vote for me/us and in my/our names in respect of the resolution 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 2019.			
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 2019.			
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 2019.			
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 2020, 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, authorise the Board to fix the remuneration of the Directors and supervisors.			
6.	To consider and, if thought fit, approve the Company's profit distribution plan and declaration of final dividends for the year ended 31 December 2019.			
7.	To consider and, if thought fit, approve the projected daily related transactions of the Company in 2020.			

ORDINARY RESOLUTIONS		FOR (Note 4)	AGAINST (Note 4)	ABSTAIN (Note 4)
8.	To consider and, if thought fit, approve the Company and its subsidiaries' application for a comprehensive credit line of no more than RMB1.8 billion from banks in 2020, 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, mortgage loans, and pledged loans. From the date of the passing of this resolution until the conclusion of the next annual general meeting, 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.			
9.	To consider and, if thought fit, 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 2020, as long as the aggregate amount does not exceed RMB2.5 billion including but not limited to loans, credits, trusts and finance leases. From the date of the passing of this resolution until the conclusion of the next annual general meeting, 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 RESOLUTIONS		FOR (Note 4)	AGAINST (Note 4)	ABSTAIN (Note 4)
10.	To grant a general mandate to the Board to allot, issue and deal with additional domestic shares not exceeding 20% of the domestic shares of the Company in issue and additional H shares not exceeding 20% of the H shares of the Company in issue 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.			
11.	To consider and, if thought fit, approve the proposed amendments to the Articles of Association (details of which are set out in the Circular), 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.			

For details of the above resolutions, please refer to the Company's Circular dated 22 April 2020.

Date: _____ 2020

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.** Failure to complete any or all of all 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 Meeting other than those referred to in the notice convening the Meeting.
- 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 authorized 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 authorized. If the proxy form is signed by an attorney of the shareholder, the power of attorney authorizing that attorney to sign or other document(s) of authorization 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 (not later than 10 a.m. on Sunday, 24 May 2020) 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, the PRC.