



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 6 June 2022 at 10 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 6 June 2022 at 10 a.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 "Directors") of the Company for the year ended 31 December 2021.			
2.	To consider and, if thought fit, approve the report of the board of supervisors of the Company (the "Supervisors") for the year ended 31 December 2021.			
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 2021.			
4.	To consider and, if thought fit, approve the appointment of Mr. Yan Jingbin as a non-executive Director.			
5.	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 2022, to hold office until the conclusion of the next annual general meeting of the Company and to authorise the Board to fix their remuneration.			
6.	To consider and, if thought fit, approve the resolution regarding the remuneration of the Directors and Supervisors for the year 2022.			
7.	To consider and, if thought fit, approve the projected daily related transactions of the Company in 2022.			
8.	To consider and, if thought fit, approve the Company and its subsidiaries' (the "Group") application for a comprehensive credit line of no more than RMB1.8 billion from banks in 2022, 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 pledge loan; and authorise the chairman of the Board to represent the Group in completing relevant procedures within the comprehensive credit line approved by the bank and to sign all the legal documents during the period from the date when this proposal is passed at the AGM to the end of the next annual general meeting, 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 to provide support (includes but not limited to pledge, charge, guarantee and trust support) for financing matters of any member of the Group, as long as the aggregate amount does not exceed RMB1.8 billion in 2022, includes but not limited to loans, credits, trust and finance leases; and authorise the chairman of the Board to represent the Group in completing relevant procedures within the approved support limit, during the period from the date when this proposal is passed at the AGM to the end of the next annual general meeting, and to sign all the legal documents such as contracts, agreements, certificates and other legal documents related to financing for the Group (including but not limited to loan, facility, trust, financial leasing, and etc.)			

SPECIAL RESOLUTIONS		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 (the "Articles of Association") (details of which are set out in the circular of the Company dated 29 April 2022), 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 .			
11.	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 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 29 April 2022.

Date: _____ 2022

Signature(s) (Note 7): _____

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 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.** 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.
- 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.
- 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 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.
- 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 proxy form 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 at No. 235, Song Shan North Road, Longhu District, Shantou City, Guangdong Province, PRC not less than 24 hours before the time for holding the AGM (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.
- 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.
- Shareholders or their proxies shall provide their identity documents when attending the AGM.