



中國製藥集團有限公司
**China Pharmaceutical
 Group Limited**

(Incorporated in Hong Kong under the Companies Ordinance)

(Stock Code: 1093)

**Proxy Form for use at the Annual General Meeting
 to be held on Friday, 29 May 2009 at 10:00 a.m.
 (and at any adjournment thereof)**

I/We ^(note 1) _____ of _____

being the registered holder(s) of ^(note 2) _____ shares of HK\$0.10 each in the capital of **CHINA PHARMACEUTICAL GROUP LIMITED** (“the Company”) hereby appoint ^(note 3) _____ of _____

or failing him, _____ of _____

or failing him, the Chairman of the meeting to act as my/our proxy to attend and, in the event of a poll, vote for me/us at the Annual General Meeting of the Company to be held at Suite 3206, 32nd Floor, Central Plaza, 18 Harbour Road, Wan Chai, Hong Kong on Friday, 29 May 2009 at 10:00 a.m. (and at any adjournment thereof) as directed below or, if no such indication is given, as my/our proxy thinks fit.

		For ^(note 4)	Against ^(note 4)
1.	To receive and consider the audited financial statements, the report of the directors and the independent auditor’s report for the year ended 31 December 2008		
2.	To declare a final dividend		
3.	(a) To re-elect Mr. ZHAO John Huan as Director		
	(b) To re-elect Mr. WANG Shunlong as Director		
	(c) To re-elect Mr. CAI Dongchen as Director		
	(d) To re-elect Mr. PAN Weidong as Director		
	(e) To re-elect Mr. LEE Ka Sze, Carmelo as Director		
	(f) To re-elect Mr. CHAN Siu Keung, Leonard as Director		
	(g) To authorise the board of directors to fix the remuneration of directors		
4.	To re-appoint auditor and to authorise the board of directors to fix the remuneration of auditor		
5.	Ordinary Resolution No. 5 of the Notice of Annual General Meeting (To give a general mandate to the directors to repurchase shares of the Company)		
6.	Ordinary Resolution No. 6 of the Notice of Annual General Meeting (To give a general mandate to the directors to issue shares of the Company)		
7.	Ordinary Resolution No. 7 of the Notice of Annual General Meeting (To extend the general mandate to be given to the directors to issue shares)		
8.	Special Resolution No. 8 of the Notice of Annual General Meeting (To amend the articles of association)		

Dated _____ 2009 Shareholder’s signature ^(note 5) _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares of HK\$0.10 each of the Company registered in your name(s); if no number is inserted, this proxy form will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- Please insert the name and address of the proxy desired in **BLOCK CAPITALS**. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE PLACE A “✓” IN THE RELEVANT BOX MARKED “FOR”, IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE PLACE A “✓” IN THE RELEVANT BOX MARKED “AGAINST”.** Failure to complete the boxes will entitle your proxy to cast his vote at his 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.
- This proxy form must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, this proxy form must be under its common seal or under the hand of an officer or attorney duly authorized.
- If more than one of the joint holders be present at the meeting personally or by proxy, that one of the said persons whose name stands first on the register of members in respect of the relevant shares will alone be entitled to vote in respect of them.
- To be valid, this proxy form together with any power of attorney or other authority (if any) under which it is signed or notarially certified copy of such power or authority must be deposited to the Company’s share registrar, Tricor Secretaries Limited, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Hong Kong not less than 48 hours before the time for holding the meeting or any adjournment thereof.
- A shareholder entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him. A proxy need not be a shareholder of the Company.
- Any alterations made in this form should be initialled by the person who signs it.