



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 Extraordinary General Meeting to be held on 19 October 2012 at  
Suite 3206, 32nd Floor, Central Plaza, 18 Harbour Road, Wan Chai, Hong Kong  
(and at any adjournment thereof)**

I/We <sup>(note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(note 2)</sup> \_\_\_\_\_ shares of HK\$0.10 each in the capital of CHINA PHARMACEUTICAL  
GROUP LIMITED (“the Company”), hereby appoint <sup>(note 3)</sup> \_\_\_\_\_  
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 Extraordinary General Meeting of the Company to be held at Suite 3206, 32nd Floor, Central Plaza, 18 Harbour Road, Wan Chai, Hong Kong on Friday, 19 October 2012 at 10:00 a.m. (and at any adjournment thereof) (the “EGM”) as directed below or, if no such indication is given, as my/our proxy thinks fit.

Ordinary Resolutions		For <sup>(note 4)</sup>	Against <sup>(note 4)</sup>
1.	(a) To approve the increase in the authorized share capital of the Company from HK\$300,000,000 divided into 3,000,000,000 shares of HK\$0.10 each (“Shares”) to HK\$3,000,000,000 divided into 30,000,000,000 Shares by the creation of 27,000,000,000 additional Shares and to authorize any one director of the Company (each a “Director”) to do all things he or she in his or her sole and absolute discretion deems necessary and appropriate to effect and implement the same.		
2.	(a) To approve, confirm and ratify the sale and purchase agreement dated 17 June 2012 (as amended and supplemented by the amendment agreement dated 24 September 2012 and otherwise from time to time, the “Sale and Purchase Agreement”) entered into among the Company, Joyful Horizon Limited (the “Seller”) and Massive Top Limited (the “Guarantor”) in relation to the acquisition of the entire issued share capital of Robust Sun Holdings Limited (the “Target”), a copy of which has been produced to the EGM, marked “A” and initialed by the Chairman of the EGM for the purpose of identification, whereby the Seller has agreed to sell, and the Company has agreed to purchase the entire issued share capital of the Target beneficially at an aggregate consideration of HK\$8,980,000,000 upon the terms and subject to the conditions therein contained (the “Acquisition”); (b) to approve the creation and issue by the Company of the Convertible Bonds (as defined in the circular dated 27 September 2012 despatched to the shareholders of the Company (the “Circular”)) to the Seller (or, at the Seller’s request, to the Guarantor or its wholly owned subsidiaries) upon the completion of the Acquisition in accordance with the Sale and Purchase Agreement in an aggregate principal amount of US\$860,032,747.40 (subject to adjustment); (c) to approve the allotment and issue of new Shares of the Company upon the exercise of the conversion rights attaching to the Convertible Bonds at the initial conversion price of HK\$2.15 (subject to adjustment); (d) to approve the allotment and issue of 1,195,655,037 Consideration Shares (as defined in the Circular) at the issue price of HK\$1.90 per Share to the Seller (or, at the Seller’s request, to the Guarantor or its wholly owned subsidiaries) upon the completion of the Acquisition in accordance with the Sale and Purchase Agreement; and (e) to authorize any Director to do such acts and things, to sign and execute all such further documents and to take such steps as he may consider necessary, appropriate, desirable or expedient in connection with the Sale and Purchase Agreement or any transactions contemplated under the Sale and Purchase Agreement and/or to agree to such variations, amendments, or waiver of matters relating thereto as are, in the opinion of such Director, in the interest of the Company.		

Dated \_\_\_\_\_, 2012

Shareholder’s signature <sup>(note 5)</sup> \_\_\_\_\_

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 appointed for holding the meeting or any adjournment thereof.
- Any member of the Company entitled to attend and vote at the meeting shall be entitled to appoint one or more proxies to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company but must attend the meeting in person to represent you.
- Any alterations made in this form should be initialed by the person who signs it.
- Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, all votes of shareholders at the meeting will be taken by poll except where the Chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.