



**CSPC**

**石藥集團有限公司**

**CSPC PHARMACEUTICAL GROUP LIMITED**

(“the Company”)

(Incorporated in Hong Kong with limited liability)

(Stock Code: 1093)

**Proxy Form for use at the Annual General Meeting to be held  
On Thursday, 25 May 2017 at 10:00 a.m. (and at any adjournment thereof)**

I/We <sup>(note 1)</sup> \_\_\_\_\_ of \_\_\_\_\_

being the registered holder(s) of <sup>(note 2)</sup> \_\_\_\_\_ shares of **CSPC 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 Annual General Meeting of the Company to be held at Regus Business Centre, 35th Floor, Central Plaza, 18 Harbour Road, Wan Chai, Hong Kong on Thursday, 25 May 2017 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.

<b>ORDINARY RESOLUTIONS</b>		<b>For</b> <sup>(note 4)</sup>	<b>Against</b> <sup>(note 4)</sup>
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 2016		
2.	To declare a final dividend of HK12 cents per share for the year ended 31 December 2016		
3.	(a)(i) To re-elect Mr. CAI Dongchen, as an executive director		
	(a)(ii) To re-elect Mr. CHAK Kin Man as an executive director		
	(a)(iii) To re-elect Mr. PAN Weidong as an executive director		
	(a)(iv) To re-elect Mr. LEE Ka Sze, Carmelo as a non-executive director		
	(a)(v) To re-elect Mr. CHEN Chuan as an independent non-executive director		
	(b) To authorise the board of directors to fix the remuneration of directors		
4.	To re-appoint Messrs. Deloitte Touche Tohmatsu as auditor and to authorise the board of directors to fix the remuneration of auditor		
5.	To give a general mandate to the Directors to buy-back shares of the Company (ordinary resolution in item No.5 of the Notice of Annual General Meeting)		
6.	To give a general mandate to the Directors to issue new shares of the Company (ordinary resolution in item No.6 of the Notice of Annual General Meeting)		
7.	To extend the general mandate to be given to the Directors to issue shares (ordinary resolution in item No.7 of the Notice of Annual General Meeting)		
8.	To grant a mandate to the Directors to grant options under the Share Option Scheme of the Company (ordinary resolution in item No.8 of the Notice of Annual General Meeting)		
<b>SPECIAL RESOLUTION</b>		<b>For</b> <sup>(note 4)</sup>	<b>Against</b> <sup>(note 4)</sup>
9.	To adopt the new articles of association of the Company (special resolution in item No.9 of the Notice of Annual General Meeting)		

Dated \_\_\_\_\_, 2017 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 registered in your name(s); if no number is inserted, this proxy form will be deemed to relate to all the shares 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 Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time 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 initialled 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, 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.

**PERSONAL INFORMATION COLLECTION STATEMENT**

- “Personal Data” in these statements has the same meaning as “personal data” in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (“PDPO”).
- Your supply of Personal Data to the Company is on a voluntary basis. Failure to provide sufficient information, the Company may not be able to process your appointment of proxy and instructions.
- Your Personal Data may be disclosed or transferred by the Company to its subsidiaries, its share registrar, and/or other companies or bodies for any of the stated purposes, and retained for such period as may be necessary for our verification and record purposes.
- You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your Personal Data should be in writing to the Personal Data Privacy Officer of Tricor Secretaries Limited.