



創美·CH'MEI

Charmacy Pharmaceutical Co., Ltd.

創美藥業股份有限公司

(A joint stock limited liability company incorporated in the People's Republic of China)

(Stock Code: 2289)

FORM OF PROXY FOR USE AT THE 2024 SECOND EXTRAORDINARY GENERAL MEETING TO BE HELD ON 27 DECEMBER 2024 OR AT ANY ADJOURNMENT THEREOF

Number of shares to which this form of proxy relates (Note 1)	
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I/We (Note 2) _____
of _____
being the registered holder(s) of (Note 1) _____ H 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 2024 second extraordinary general meeting of the Company (the "EGM") (and at any adjournment thereof) to be held at the conference room on the 2nd Floor, No. 33 Liyu Street, Dongchong Town, Nansha District, Guangzhou City, Guangdong Province, PRC on 27 December 2024 at 3:00 p.m. for the purpose of considering and, if thought fit, passing the following resolutions as set out in the notice convening the EGM, and vote for me/us and in my/our names in respect of the resolutions as indicated by an "✓" in the appropriate boxes 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.	THAT the framework agreement dated 8 November 2024 (the "New Framework Sales Agreement") entered into between the Company and Jiangyao Group Co., Ltd* (江藥集團有限公司) ("Jiangyao") for the sales of medicines, medical devices, healthcare products and food for which the Company and its subsidiaries (the "Group") act as a distributor which purchases products directly from pharmaceutical manufacturers or their pharmaceutical distributor companies (regardless of whether it has obtained an exclusive distribution right or not) (the "Primary Distributor") to Jiangyao and its subsidiaries (the "Jiangyao Group") and the proposed annual caps for the transactions contemplated thereunder, be and are hereby approved and confirmed;			
2.	THAT the framework agreement dated 8 November 2024 (the "New Framework Purchase Agreement") entered into between the Company and Jiangyao for the purchase of medicines, medical devices, healthcare products and food for which Jiangyao Group acts as a Primary Distributor from Jiangyao Group and the proposed annual caps for the transactions contemplated thereunder, be and are hereby approved and confirmed; and			
3.	THAT any one director of the Company be and is hereby authorised to sign or execute such other documents or supplemental agreements or deeds on behalf of the Company and to do all such things and take all such actions as he/she may consider necessary or desirable for the purpose of giving effect to the New Framework Sales Arrangement and the New Framework Purchase Agreement and completing the transactions contemplated thereunder with such changes as he/she may consider necessary, desirable or expedient.			

For details of the above resolutions, please refer to the Company's circular dated 9 December 2024.

Date: _____ 2024

Signature(s) (Note 7): _____

Notes:

1. Please insert the number 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).
2. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
3. If any proxy other than the Chairman is preferred, please strike out “**THE CHAIRMAN OF THE MEETING or**” 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 EGM. A proxy need not be a shareholder of the Company but must attend the EGM 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.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK (✓) THE APPROPRIATE BOXES MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, 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 EGM other than those referred to in the notice convening the EGM.
5. 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 EGM.
6. Any member of the Company entitled to attend and vote at the EGM 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 EGM. 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.
7. 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.
8. In order to be valid, this proxy form for the EGM must be deposited by hand or post to the share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 24 hours before the time for holding the EGM (i.e. not later than 3:00 p.m. on Thursday, 26 December 2024) (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 EGM or any adjourned meetings should they so wish.
9. 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.
10. Shareholders or their proxies shall provide their identity documents when attending the EGM.

**For identification purpose only*