



# BEIJING TONG REN TANG CHINESE MEDICINE COMPANY LIMITED

北京同仁堂國藥有限公司

(incorporated in Hong Kong with limited liability)

(Stock Code: 8138)

## FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON FRIDAY, 6 JANUARY 2017

I/We<sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ shares<sup>(Note 2)</sup> of  
Beijing Tong Ren Tang Chinese Medicine Company Limited (the “Company”), hereby appoint THE CHAIRMAN OF THE EGM<sup>(Note 3)</sup>,  
or \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend and act for me/us and on my/our behalf at the extraordinary general meeting (the “EGM”) of the Company to be held at 10:30 a.m. on Friday, 6 January 2017 at Room 1405–1409, Office Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong, and any adjournment thereof, for the purposes of considering and, if thought fit, passing the resolution (with or without amendments) as set out in the notice convening the EGM and at the EGM, and any adjournment thereof, to vote for me/us and in my/our name(s) in respect of the resolution as indicated below<sup>(Note 4)</sup>, and, if no such indication is given, as my/our proxy thinks fit. My/our proxy will also be entitled to vote on any matter properly put to the EGM other than that referred to in this notice in such manner as he/she thinks fit.

AS ORDINARY RESOLUTION	For <sup>(Note 4)</sup>	Against <sup>(Note 4)</sup>
1. To consider and, if thought fit, to approve the framework agreement (the “ <b>PRC Distribution Framework Agreement</b> ”) entered into between the Company and China Beijing Tong Ren Tang (Holdings) Corporation dated 14 December 2016, and the new annual caps for the three years ending 31 December 2019 for the transactions contemplated thereunder are hereby approved, ratified and confirmed; and THAT any one director of the Company be and is hereby authorized 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 may consider necessary or desirable for the purpose of giving effect to the terms of the PRC Distribution Framework Agreement and completing the transactions contemplated thereunder with such changes as he/she may consider necessary, desirable or expedient.		

Signature(s) <sup>(Note 5)</sup>: \_\_\_\_\_

Date: \_\_\_\_\_

**Notes:**

- Please insert full name(s) and address(es) in **BLOCK LETTERS** as shown in the register of members of the Company.
- Please insert the number of shares registered in your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- If any proxy other than the Chairman of the EGM is preferred, strike out the words “**THE CHAIRMAN OF THE EGM**” and insert the name and address of the proxy desired in the space provided. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE EGM WILL ACT AS YOUR PROXY.** Any member of the Company entitled to attend and vote at the EGM shall be entitled to appoint another person as his/her proxy to attend and vote instead of him. A member of the Company shall not appoint more than one proxy to attend on the same occasion, except where the member of the Company is a clearing house (or its nominee(s)). **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED “AGAINST”.** If no direction is given, your proxy may vote or abstain at his/her discretion. Your proxy will also be entitled to vote at his discretion or abstain on any resolution properly put to the EGM other than those referred to in the notice convening the EGM.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or, if the appointor is a corporation, either under seal, or under the hand of an officer or attorney duly authorised.
- In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy or by representative, shall be accepted to the exclusion of the votes of the other joint holders; and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company.
- In order to be valid, the instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority, shall be deposited at Computershare Hong Kong Investor Services Limited, the share registrar and transfer office of the Company in Hong Kong, at 17M Floor, Hopewell Center, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the meeting.
- The proxy need not be a member of the Company.
- Completion and return of a form of proxy will not preclude any member of the Company from attending and voting in person at the EGM if he so wishes.