



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 ANNUAL GENERAL MEETING TO BE HELD ON MONDAY, 7 MAY 2018

I/We, being the registered holder(s) of Beijing Tong Ren Tang Chinese Medicine Company Limited (the “Company”), hereby appoint the person as specified below as my/our proxy ^(Note 1), or failing him/her, **THE CHAIRMAN OF THE ANNUAL GENERAL MEETING** (the “Meeting”) ^(Note 1) to attend and vote for me/us and on my/our behalf at Meeting of the Company to be held at 3 Dai King Street, Tai Po Industrial Estate, New Territories, Hong Kong on Monday, 7 May 2018 at 10:30 a.m. and at any adjournment thereof in respect of the resolutions as indicated below, or if no such indication is given, as my/our proxy thinks fit.

Registered Holder(s) (Please complete in ENGLISH BLOCK CAPITALS . The names of all joint holders should be stated clearly.)			
Registered Name			
Registered Address			
Certificate No. ^(Note 7)		Signature ^(Note 3)	
Date			

Proxy ^(Note 1) (Please complete in ENGLISH BLOCK CAPITALS .)			
Full Name(s)		No. of Shares ^(Note 2)	
Address(es)			

ORDINARY RESOLUTIONS		FOR ^(Note 4)	AGAINST ^(Note 4)
1.	To receive and adopt the audited consolidated financial statements, the reports of the directors and the auditor of the Company for the year ended 31 December 2017.		
2(A).	To re-elect Ms. Ding Yong Ling as an Executive Director.		
2(B).	To re-elect Ms. Lin Man as an Executive Director.		
2(C).	To re-elect Mr. Tsang Yok Sing, Jasper as an Independent Non-executive Director.		
2(D).	To re-elect Mr. Zhao Zhong Zhen as an Independent Non-executive Director.		
2(E).	To authorise the board of directors to fix the remuneration of the directors of the Company.		
3.	To consider and approve the proposed payment of a final dividend of 19 HK cents per share for the year ended 31 December 2017.		
4.	To consider and approve the re-appointment of PricewaterhouseCoopers as the auditor of the Company and to authorise the board of directors to fix their remuneration.		
5(A).	To grant a general mandate to the board of directors of the Company to issue shares of the Company.		
5(B).	To grant a general mandate to the board of directors of the Company to repurchase shares of the Company.		
5(C).	Conditional upon resolutions 5(A) and 5(B) being passed, to extend the general mandate granted the board of directors of the Company to issue and allot additional shares of the Company by adding the number of shares repurchased by the Company under the mandate referred to in resolution 5(B) above.		

Notes:

- If any proxy other than the chairman of the Meeting is preferred, please insert the full name and address of the proxy desired in the space provided. A holder entitled to attend and vote at the Meeting of the Company is entitled to appoint one or more proxies to attend and vote on his/her behalf. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.** The proxy needs not be a member of the Company, but must attend the Meeting (or any adjournment thereof) to represent you.
- 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).
- This form of proxy must be signed in writing under the hand of the appointor or of his/her attorney duly authorized in writing. If the appointor is a corporation, either under seal, or under the hand of an officer of attorney duly authorised. In the case of joint holders, any one holder may sign this form of proxy. The vote of the senior joint holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLACE A TICK “✓” IN THE RELEVANT BOX BELOW THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLACE A 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/her discretion or abstain on any resolution properly put to the Meeting other than those referred to in the notice convening the annual general meeting.
- In order to be valid, the form of proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power of attorney, must be deposited at Computershare Hong Kong Investor Services Limited, the share registrar and transfer office of the Company, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, as soon as possible and not less than 48 hours before the time appointed for holding of the Meeting (or any adjournment thereof).
- Completion and delivery of this form of proxy will not preclude any member of the Company from attending and voting in person at the annual general meeting (or any adjournment thereof) if you so wish. In such event, this form of proxy will be deemed to have been revoked.
- Please provide certificate number to facilitate processing.
- For the avoidance of doubt, we do not accept any special instructions written on this form of proxy.