



SINOPHARM GROUP CO. LTD.*

國藥控股股份有限公司

(A joint stock limited company incorporated in the People's Republic of China with limited liability and carrying on business in Hong Kong as 國控股份有限公司)

(Stock Code: 01099)

FORM OF PROXY FOR DOMESTIC SHAREHOLDERS' CLASS MEETING

Number of shares to which this
form of proxy relates ^(Note 1)

I/We ^(Note 2) _____
of (address) _____
being the holder(s) of _____ Domestic shares ^(Note 3) of RMB1.00
each in the capital of Sinopharm Group Co. Ltd.* (the "Company"), hereby appoint the Chairman of the meeting or
_____ ^(Note 4) of
(address) _____

as my/our proxy(ies) to attend the Domestic shareholders' class meeting (the "Domestic Shareholders' Class Meeting") of the Company to be held at Maple Hall, 4th Floor, The Longmont Shanghai, No. 1116 Yan An Road (W), Changning Qu, Shanghai, the People's Republic of China at 11:15 a.m. or immediately after the conclusion of the annual general meeting and the H Shareholders' Class Meeting of the Company held earlier on the same date on Monday, 31 May 2010 or any adjournment thereof and to vote at such meeting or at any adjournment thereof in respect of the resolutions set out in the notice of Domestic Shareholders' Class Meeting as hereunder indicated on behalf of me/us, or if no such indication is given, as my/our proxy(ies) thinks fit.

SPECIAL RESOLUTION (see Note A)		FOR ^(Note 5)	AGAINST ^(Note 5)	ABSTAIN ^(Note 5)
1.	To consider and approve to grant a general mandate to the Board to exercise the power of the Company to repurchase H Shares, details of which are more particularly described in the Notice of the AGM and the Circular.			

Note A: Unless otherwise defined herein, the terms used herein shall have the same meanings as defined in the circular to the shareholders of the Company accompanying with the 2009 Annual Report.

* The Company is registered as a non-Hong Kong company under Part XI of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) under its Chinese name and the English name "Sinopharm Group Co. Ltd.".

Dated this _____ day of _____ 2010

Signature ^(Note 6): _____

Notes:

1. Please insert the number of Domestic Shares of the Company registered in your name(s) to which this proxy relates. If a number is inserted, this form of proxy will be deemed to relate only to those shares. If no number is inserted, the form of proxy will be deemed to relate to all Domestic Shares registered in your name(s) (whether alone or jointly with others).
2. Please insert the full name(s) (in English or Chinese) and address(es) as registered in the register of members of the Company in block letters.
3. Please insert the number of Domestic Shares of the Company registered in your name(s).
4. If any proxy other than the Chairman of the meeting of the Company is preferred, please strike out the words “the Chairman of the meeting or” and insert the name and address of the proxy desired in the space provided. A shareholder may appoint one or more proxies to attend and vote on his/her behalf. A proxy need not be a shareholder of the Company. A proxy of a shareholder who has appointed more than one proxy may only vote on a poll. Any alteration made to this form of proxy must be initialled by the person(s) who sign(s) it.
5. Important: If you wish to vote for any resolution, please put a tick in the box marked “FOR” or insert the number of shares held by you. If you wish to vote against any resolution, please put a tick in the box marked “AGAINST” or insert the number of shares held by you. If you wish to abstain from voting on any resolution, please put a tick in the box marked “ABSTAIN” or insert the number of shares held by you. If you do not indicate how you wish your proxy to vote, your proxy will be entitled to exercise his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Domestic Shareholders’ Class Meeting other than those referred to in the notice convening the Domestic Shareholders’ Class Meeting.
6. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a legal person, must be either executed under its seal or under the hand of its director or other attorney duly authorised to sign the same. In case of joint holders, this form of proxy must be signed by the shareholder whose name stands first in the register of members of the Company.
7. To be valid, this form of proxy and, if such proxy is signed by a person on behalf of the appointer pursuant to a power of attorney or other authority, a notarially certified copy of that power of attorney or other authority must be delivered to the Board Office of the Company in the PRC at 6th Floor, No. 221 Fuzhou Road Shanghai 200002 not less than 24 hours before the time appointed for holding of the Domestic Shareholders’ Class Meeting or not less than 24 hours before the time appointed for taking the poll.
8. In the case of joint holders of shares of the Company, only holder whose name stands first in the register of members of the Company shall alone be entitled to vote at the Domestic Shareholders’ Class Meeting either in person or by proxy in respect of such shares.
9. The Domestic Shareholders’ Class Meeting is expected to be held for less than half a day. Shareholders and their proxies who attend the meeting shall arrange for their own transportation and accommodation at their own expenses. Shareholders shall produce their identity documents when attending the Domestic Shareholders’ Class Meeting.