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26 February, 2015

The Board of Directors
45 Sha Mian North Street
Liwan District
Guangzhou City, Guangdong Province
The PRC

- (1) PROPOSED ISSUE AND PLACING OF NEW A SHARES;
(2) CONNECTED TRANSACTION –
PROPOSED SUBSCRIPTION OF NEW A SHARES BY GPLL;
(3) PROPOSED IMPLEMENTATION OF
THE EMPLOYEE STOCK OWNERSHIP SCHEME (2015);
(4) WHITEWASH WAIVER;
(5) GENERAL MANDATE TO ISSUE NEW H SHARES;
(6) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;
AND
(7) ELECTION OF
AN INDEPENDENT NON-EXECUTIVE DIRECTOR



Dear Sirs,

We refer to the circular issued by Guangzhou Baiyunshan Pharmaceutical Holdings Co., Ltd. (the "Company") dated 26 February 2015 (the "**Circular**") in respect of the captioned matters. Unless otherwise defined therein, terms used in this letter shall have the same meanings as defined in the Circular.

We hereby confirm that we have given and have not withdrawn our written consent to the issue of the Circular with the inclusion of our advice, reports and/or summary of our opinions (as the case maybe) and with reference to our name and/or our logo in

the form and context in which they appear in the Circular.

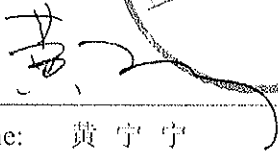
We hereby further consent to this letter being made available for inspection as described in Appendix II to the Circular.

This letter is solely being issued in connection with the filing of the Circular regarding the captioned matters, and not for any other purpose.

Yours faithfully
For and on behalf of

Grandall Law Firm (Shanghai)





Name: 黄宁宁
Title: Person in Charge

