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廣州白雲山医药集团股份有限公司

**GUANGZHOU BAIYUNSHAN PHARMACEUTICAL HOLDINGS CO., LTD.**

*(a joint stock company with limited liability established in the People's Republic of China)*

(H Share Stock Code: 0874)

**ANNOUNCEMENT OF RESOLUTIONS PASSED  
AT THE 28th MEETING OF THE FIFTH SESSION OF  
THE BOARD**

The 28th meeting of the fifth session of the board of directors (the “**Board**”) of Guangzhou Baiyunshan Pharmaceutical Holdings Company Limited (the “**Company**”) was held on 30 October 2013 at the Company’s conference room, 2nd Floor, 45 Sha Mian North Street, Liwan District, Guangzhou City, Guangdong Province, the People’s Republic of China (the “**PRC**”), notice of which was despatched on 15 October 2013 by way of fax and email. All of the eight eligible directors attended the meeting, among whom, Mr. Liu Jinxiang and Mr. Wong Lung Tak Patrick, independent non-executive directors, attended the meeting by means of telephone communication. Mr. Li Chuyuan, the chairman of the Board, presided over the meeting. The supervisors, senior management and the lawyers of the Company also attended the meeting. The meeting was convened and held in compliance with the requirements of the Company Law and the Articles of Association of the Company.

After due consideration by the Board, the following resolutions numbered 1 and 3 to 8 set out below were passed with 8 affirmative votes, no dissenting or abstaining vote. Resolution numbered 2 set out below was passed with 6 affirmative votes, no dissenting or abstaining vote, among whom, Mr. Li Chuyuan and Ms. Cheng Ning refrained from voting on resolution numbered 2:

1. the 2013 third quarterly report of the Company;
2. the resolution in relation to the Purchase and Sale Agreement in relation to Connected Transactions entered into between the Company, Guangzhou Pharmaceuticals Corporation and Hutchison Whampoa Guangzhou Baiyunshan Chinese Medicine Company Limited;
3. the resolution in relation to the amendment to the Articles of Association of Guangzhou Baiyunshan Pharmaceutical Holdings Company Limited;

4. the resolution in relation to the amendment to the Rules of Procedures for the Board of Guangzhou Baiyunshan Pharmaceutical Holdings Company Limited (the full text of which has been published on the website of the Shanghai Stock Exchange);
5. the resolution in relation to the amendment to the Independent Director System of Guangzhou Baiyunshan Pharmaceutical Holdings Company Limited (the full text of which has been published on the website of the Shanghai Stock Exchange);
6. the resolution in relation to the amendment to the Rules of Procedures for the General Meeting of Guangzhou Baiyunshan Pharmaceutical Holdings Company Limited (the full text of which has been published on the website of the Shanghai Stock Exchange);
7. the resolution in relation to the distribution of special dividend; and

To ensure that the dividend payment would not affect the progress of the major assets reorganization of the Company, as approved by the Company's 2012 annual general meeting, the Company did not distribute any dividends for the year of 2012, nor increase share capital by capitalisation of capital reserve.

As the implementation of the major assets reorganization of the Company has been completed, considering the actual conditions of the Company, the Board of the Company proposed the payment of a special dividend of RMB0.60 (including tax) every 10 shares to its qualified shareholders, the total amount of which is approximately RMB77.4804 million.

The resolution in relation to the payment of a special dividend will be submitted to the extraordinary general meeting of the Company for consideration and approval.

8. the resolution in relation to the convening of the extraordinary general meeting of the Company in 2013.

Resolutions numbered 2 to 4, 6 and 7 will be submitted to the extraordinary general meeting of the Company for consideration (the date of the meeting and resolutions thereof will be announced separately).

This announcement is made pursuant to Rule 13.10B of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

The Board of  
**Guangzhou Baiyunshan Pharmaceutical Holdings Company Limited**

Guangzhou, the PRC, 30 October 2013

*As at the date of this announcement, the Board comprises Mr. Li Chuyuan, Ms. Cheng Ning and Mr. Wu Changhai as executive directors, and Mr. Liu Jinxiang, Mr. Li Shanmin, Mr. Zhang Yonghua, Mr. Wong Lung Tak Patrick and Mr. Qiu Hongzhong as independent non-executive directors.*