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廣州白雲山醫葯集團股份有限公司

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)

NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING IN 2014

IMPORTANT NOTICE

- Date and time of the first extraordinary general meeting (the “EGM”) in 2014: 28 January 2014 (Tuesday) at 9:00 a.m.
- The shareholding registration date of EGM: 27 December 2013 (Friday)
- Place of the EGM: Conference Room of Guangzhou Baiyunshan Pharmaceutical Holdings Company Limited (the “Company”), 45 Sha Mian North Street, Liwan District, Guangzhou City, Guangdong Province, the People’s Republic of China (the “PRC”)
- Manner of voting at the EGM: site voting

I. INFORMATION REGARDING THE CONVENING OF THE EGM

1. The resolution to convene the EGM was considered and passed at the 30th meeting of the fifth session of the board of directors (the “Board”).
2. Date and time of the EGM: 28 January 2014 (Tuesday) at 9:00 a.m..
3. Place of the EGM: Conference Room of the Company, 45 Sha Mian North Street, Liwan District, Guangzhou City, Guangdong Province, the PRC.
4. The Convener of the EGM: the Board.
5. Manner of voting at the EGM: site voting.

II. MATTERS TO BE CONSIDERED AT THE EGM

1. To be considered and approved by way of special resolution:

Resolution in relation to the amendment to relevant provision of the Articles of Association.

2. To be considered and approved by way of ordinary resolutions:

(1) Resolution in relation to the amendment to relevant provision of Rules of Procedure of the Board meeting.

(2) Resolutions in relation to elections of members of the new session of the Board and members of the new session of the Supervisory Committee:

(a) To elect Mr. Li Chuyuan as an executive director of the new session of the Board whose term of office shall be three years commencing from the date of his appointment up to the date on which the members of the new session of the Board are elected.

(b) To elect Mr. Chen Mao as an executive director of the new session of the Board whose term of office shall be three years commencing from the date of his appointment up to the date on which the members of the new session of the Board are elected.

(c) To elect Ms. Liu Juyan as an executive director of the new session of the Board whose term of office shall be three years commencing from the date of her appointment up to the date on which the members of the new session of the Board are elected.

(d) To elect Ms. Cheng Ning as an executive director of the new session of the Board whose term of office shall be three years commencing from the date of her appointment up to the date on which the members of the new session of the Board are elected.

(e) To elect Mr. Ni Yidong as an executive director of the new session of the Board whose term of office shall be three years commencing from the date of his appointment up to the date on which the members of the new session of the Board are elected.

(f) To elect Mr. Wu Changhai as an executive director of the new session of the Board whose term of office shall be three years commencing from the date of his appointment up to the date on which the members of the new session of the Board are elected.

- (g) To elect Mr. Wang Wenchu as an executive director of the new session of the Board whose term of office shall be three years commencing from the date of his appointment up to the date on which the members of the new session of the Board are elected.
 - (h) To elect Mr. Wong Lung Tak Patrick as an independent non-executive director of the new session of the Board whose term of office shall be three years commencing from the date of his appointment up to the date on which the members of the new session of the Board are elected.
 - (i) To elect Mr. Qiu Hongzhong as an independent non-executive director of the new session of the Board whose term of office shall be three years commencing from the date of his appointment up to the date on which the members of the new session of the Board are elected.
 - (j) To elect Mr. Fang Shuting as an independent non-executive director of the new session of the Board whose term of office shall be three years commencing from the date of his appointment up to the date on which the members of the new session of the Board are elected.
 - (k) To elect Mr. Chu Xiaoping as an independent non-executive director of the new session of the Board whose term of office shall be three years commencing from the date of his appointment up to the date on which the members of the new session of the Board are elected.
 - (l) To elect Mr. Xian Jiaxiong as a supervisor of the new session of the Supervisory Committee whose term of office shall be three years commencing from the date of his appointment up to the date on which the members of the new session of the Supervisory Committee are elected. and
 - (m) To elect Ms. Wu Yan as a supervisor of the new session of the Supervisory Committee whose term of office shall be three years commencing from the date of her appointment up to the date on which the members of the new session of the Supervisory Committee are elected.
- (3) Provision of guarantees by the Company to secure bank loans amounted to RMB1 billion for Guangzhou Baiyunshan Pharmaceutical Hong Kong Company Limited, a wholly-owned subsidiary of the Company.

The above resolutions were considered and passed at the 30th meeting of the fifth session of the Board and the 20th meeting of the fifth session of the Supervisory Committee held on 6 December 2013 respectively.

III. ATTENDEES OF THE EGM

1. Holders of domestic shares (A shares) and overseas listed foreign capital shares (H shares) whose names appeared on the register of members of the Company at the close of business in the afternoon on Friday, 27 December 2013 (including those overseas shareholders who have already successfully submitted documents of shareholding transfer applications on or before 27 December 2013) are entitled to attend the EGM. The register of members of the Company will be closed from 28 December 2013 (Saturday) to 28 January 2014 (Tuesday) (both days inclusive) during which no transfer of H shares will be effected. In order to determine who are entitled to attend the EGM, all share transfer documents of H shares together with the relevant share certificates must be lodged with the share registrar of the Company in Hong Kong, namely Hong Kong Registrars Limited, for share transfer registration not later than 4:00 p.m. on Friday, 27 December 2013.
2. Any shareholder entitled to attend and vote at the EGM is entitled to appoint one or more proxies (whether or not he/she is a shareholder) to attend and vote at the meeting on his/her behalf. If any shareholder appoint more than one proxy, the proxy(ies) can only vote by poll. To be valid, the proxy form and the notarially certified power of attorney or other documents of authorization (if any) must be delivered to the Company's office address no less than 24 hours before the time appointed for the holding of the EGM or its any adjournment thereof.
3. Shareholders who intend to attend the EGM in person or by proxy should complete and return the attached reply slip by hand, by mail or by fax to the Secretariat of the Company in accordance with the instructions printed thereon, before 8 January 2014 (Wednesday).
4. The directors, supervisors and senior management of the Company.
5. The legal adviser of the Company.

IV. REGISTRATION FOR THE EGM

1. To attend the EGM, an individual shareholder should bring along his/her identity card, the shareholder account card; a proxy should bring along the proxy form, his/her identity card and the identity card of the principal and the shareholder account card. A legal person shareholder shall bring along a copy of its business license, the proxy form signed by its legal representative, the shareholder account card and the identity card of the attendee. Shareholders outside Guangzhou can make registration by mail or fax.

2. Place and time of registration:

Registration date and time: 8:30 a.m. to 11:30 a.m. and 2:00 p.m. to 4:30 p.m. on 8 January 2014 (Wednesday)

Place of registration: The Secretariat of the Company, 2nd Floor, 45 Sha Mian North Street, Liwan District, Guangzhou City, Guangdong Province, the PRC

V. OTHERS

1. Address: 2nd Floor, 45 Sha Mian North Street, Liwan District, Guangzhou City, Guangdong Province, the PRC
Postal code: 510130
Contact person: Pang Jianhui/ Huang Xuezheng
Tel: (8620) 6628 1217/6628 1219
Fax: (8620) 6628 1229
E-mail: pangjh@gybys.com.cn / sec@gybys.com.cn
2. Address of Shanghai Branch of China Securities Depository and Clearing Corporation Limited: 3/F., China Insurance Building, No. 166 Lujiazui Road East, Shanghai, the PRC
Address of Hong Kong Registrars Limited: 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong
3. The EGM is expected to last for a half day. Shareholders attending the meeting shall be responsible for their own travelling and accommodation expenses.
4. Reporters attending the EGM shall register in advance during the shareholder registration time.

VI. DOCUMENTS AVAILABLE FOR INSPECTION

1. Resolutions and announcement of resolutions passed at the 30th meeting of the fifth session of the Board.
2. Resolutions and announcement of resolutions passed at the 20th meeting of the fifth session of the Supervisory Committee of the Company.

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

Guangzhou, the PRC, 6 December 2013

As at the date of this notice, 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.