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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 ANNUAL GENERAL MEETING IN 2013**

### **IMPORTANT NOTICE**

- Date and time of the annual general meeting for 2013 (the “AGM”) on-site: 26 June 2014 (Thursday) at 10:00 a.m.
- The voting time for the network voting for AGM: 26 June 2014 (Thursday) at 09:30-11:30 and 13:00-15:00 (Applicable to A shares)
- The record date of AGM: 26 May 2014 (Monday)
- Whether network voting is provided: Yes

### **I. INFORMATION REGARDING THE CONVENING OF THE AGM**

1. The resolution to convene the AGM was considered and passed at the second meeting of the sixth session of the board of directors (the “Board”) of Guangzhou Baiyunshan Pharmaceutical Holdings Company Limited (the “Company”).
2. The Convener of the meeting: the Board of the Company.
3. Time of the AGM on-site: 26 June 2014 (Thursday) at 10:00 a.m.
4. Time for the network voting for AGM: 26 June 2014 (Thursday) at 09:30-11:30 and 13:00-15:00 (Applicable to A shares).
5. Place of the AGM on-site: conference room of the Company, 45 Sha Mian North Street, Liwan District, Guangzhou City, Guangdong Province, the People Republic of China (the “PRC”).

6. Manner of holding the AGM: the AGM will be held both on-site and by way of network voting (applicable to A shares). The Company shall offer a network voting platform to shareholders holding A shares of the Company via the trading system of the Shanghai Stock Exchange (the “SSE”). The shareholders of A shares of the Company may exercise their voting rights at the stipulated network voting time via the SSE system.
7. For the convenience of the securities margin trading brokers (the “Brokers”) to participate in voting at the AGM, the following method of voting at the AGM is offered for the Brokers (applicable to A shares):

Brokers may, according to voting opinions solicited from the securities margin trading investors, vote at the AGM via the voting system stipulated by the SSE for securities margin trading broker members. Brokers may also split their votes in accordance to the different voting opinions of the investors on the same resolution. Time for the voting: 26 June 2014 (Thursday) at 09:30-11:30 and 13:00-15:00, the URL: [www.sseinfo.com](http://www.sseinfo.com).

## **II. MATTERS TO BE CONSIDERED AT THE AGM**

1. To be considered and approved by way of ordinary resolutions:
  - (1) Report of the Board of the Company for year 2013;
  - (2) Report of the supervisory committee of the Company for year 2013;
  - (3) Financial reports of the Company for year 2013;
  - (4) Auditors’ reports of the Company for year 2013;
  - (5) Proposal for profit distribution and dividend payment of the Company for year 2013;
  - (6) Financial budget report of the Company for year 2014;
  - (7) Total service emoluments to be paid to the directors of the Company for year 2014;
  - (8) Total service emoluments to be paid to the supervisors of the Company for year 2014;
  - (9) Provision of guarantees by the Company to secure bank loans for its subsidiaries;
  - (10) Provision of guarantees by Guangzhou Baiyunshan Bai Di Bio-technology Co., Ltd., a subsidiary of the Company, to secure bank loans for Guangzhou Nuo Cheng Bio-technology Co., Ltd. in proportion to the shareholding therein;
  - (11) Application by the Company for the bank loans no more than RMB2 billion;

- (12) Re-appointment of BDO China Shu Lun Pan Certified Public Accountants LLP as auditors of the Company for year 2014, and the proposal to the shareholders' meeting to authorize the Board to determine their remuneration;
  - (13) Re-appointment of BDO China Shu Lun Pan Certified Public Accountants LLP as auditors for the internal control of the Company for year 2014, and the proposal to the shareholders' meeting to authorize the Board to determine their remuneration;
  - (14) Daily connected transactions forecast of the Company and Guangzhou Wang Lao Ji Pharmaceutical Company Limited for year 2014; and
  - (15) The Shareholder Return Plan for the Next Three Years (2014-2016) of Guangzhou Baiyunshan Pharmaceutical Holdings Company Limited;
2. To be considered and approved by way of special resolutions:
- (1) The resolution on the proposed amendments to the Articles of Association of the Guangzhou Baiyunshan Pharmaceutical Holdings Company Limited; and
  - (2) The resolution on proposed execution of Agreement on Compensation of Net Profit by Guangzhou Pharmaceutical Holdings Limited.

The above resolutions were approved at the second meeting of the sixth session of the Board and the second meeting of the sixth session of the supervisory committee held on 17 March 2014 and third meeting of the sixth session of the Board held on 28 April 2014.

### **III. ATTENDEES OF THE AGM**

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 26 May 2014 (Monday) (including those overseas shareholders who have already successfully submitted documents of shareholding transfer applications on or before 26 May 2014) are entitled to attend the AGM. The register of members of the Company will be closed from 27 May 2014 (Tuesday) to 26 June 2014 (Thursday) (both days inclusive) during which no transfer of H shares will be effected. In order to determine who are entitled to attend the AGM, 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 4:30 p.m. on 26 May 2014 (Monday).

2. Any shareholder entitled to attend and vote at the AGM is entitled to appoint one or more proxies (whether or not he/she is a shareholder) to attend and vote at the AGM 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 AGM or its any adjournment thereof.
3. Shareholders who intend to attend the AGM in person or by proxy should complete and return the attached reply slip by hand, by mail or by email in accordance with the instructions printed thereon, before 6 June 2014 (Friday).
4. The directors, supervisors and senior management of the Company.
5. The lawyers of the Company.

#### **IV. REGISTRATION FOR THE AGM**

##### **1. Methods of registration**

###### *(1) On-site registration*

To attend the AGM, 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 the business license, the proxy form signed by the legal entity, the shareholder account card and the identity card of the attendee. Shareholders outside Guangzhou can make registration by mail, fax or email.

###### *(2) Registration for network voting (Applicable to A shares)*

Securities investments funds voting at the AGM via network voting shall make filings at the network voting shareholders' accounts of the SSE Infonet Company Limited within two working days after the record date.

##### **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 6 June 2014 (Friday)

Place of registration: The Secretariat of the Board 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: Chen Jing, Huang Xuezheng  
Tel: 8620-6628 1217/6628 1220  
Fax: 8620-6628 1229  
Email: sec@gybys.com.cn
2. Address of Shanghai Branch Company 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 AGM 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 AGM shall register in advance during the shareholder registration time.

## VI. DOCUMENTS AVAILABLE FOR INSPECTION

1. Resolutions and announcement of resolutions passed at the second meeting of the sixth session of the Board of the Company.
2. Resolutions and announcement of resolutions passed at the second meeting of the sixth session of the supervisory committee of the Company.
3. Resolutions and announcement of resolutions passed at the third meeting of the sixth session of the Board of the Company.

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

Guangzhou, the PRC, 28 April 2014

*As at the date of this notice, the Board comprises Mr. Li Chuyuan, Mr. Chen Mao, Ms. Liu Juyan, Ms. Cheng Ning, Mr. Ni Yidong, Mr. Wu Changhai and Mr. Wang Wenchu as executive directors, and Mr. Wong Lung Tak Patrick, Mr. Qiu Hongzhong, Mr. Fang Shuting and Mr. Chu Xiaoping as independent non-executive directors.*

## Procedures for Online Voting by A Shareholders

Voting date: 26 June 2014 (Thursday) at 09:30-11:30 and 13:00-15:00

Total resolutions to be proposed: 17

### A. VOTING PROCEDURES

#### 1. Voting code

Voting code on Shanghai Stock Exchange	Voting abbreviation on Shanghai Stock Exchange	Number of Resolutions to be voted	Descriptions
738332	Guangyao Voting	17	A share

#### 2. Voting Method

##### (1) *One-off voting*

In case a one-off voting for all matters is required, please vote in the following manner:

Serial number of voting	Content	Voting code	Quoted price	For	Against	Abstain
1-17	All 17 resolutions to be proposed at the AGM	738332	99.00	1 share	2 shares	3 shares

(2) *Separate voting on each resolution*

In case a separate vote is required for each resolution, please vote in the following manner:

	<b>Resolutions</b>	<b>Voting code</b>	<b>Quoted price</b>	<b>For</b>	<b>Against</b>	<b>Abstain</b>
	Total resolutions (To vote for the 1 to 17 resolutions)	738332	99.00			
1	Report of the Board of the Company for year 2013;		1.00			
2	Report of the supervisory committee of the Company for year 2013;		2.00			
3	Financial reports of the Company for year 2013;		3.00			
4	Auditors' reports of the Company for year 2013;		4.00			
5	Proposal for profit distribution and dividend payment of the Company for year 2013;		5.00			
6	Financial budget report of the Company for year 2014;		6.00			
7	Total service emoluments to be paid to the directors of the Company for year 2014;		7.00			
8	Total service emoluments to be paid to the supervisors of the Company for year 2014;		8.00			
9	Provision of guarantees by the Company to secure bank loans for its subsidiaries;		9.00			
10	Provision of guarantees by Guangzhou Baiyunshan Bai Di Bio-technology Co., Ltd., a subsidiary of the Company, to secure bank loans for Guangzhou Nuo Cheng Bio-technology Co., Ltd. in proportion to the shareholding therein;		10.00			

	<b>Resolutions</b>	<b>Voting code</b>	<b>Quoted price</b>	<b>For</b>	<b>Against</b>	<b>Abstain</b>
11	Application by the Company for the bank loans no more than RMB2 billion;		11.00			
12	Re-appointment of BDO China Shu Lun Pan Certified Public Accountants LLP as auditors of the Company for year 2014, and the proposal to the shareholders' meeting to authorize the Board to determine their remuneration;		12.00			
13	Re-appointment of BDO China Shu Lun Pan Certified Public Accountants LLP as auditors for the internal control of the Company for year 2014, and the proposal to the shareholders' meeting to authorize the Board to determine their remuneration;		13.00			
14	Daily connected transactions forecast of the Company and Guangzhou Wang Lao Ji Pharmaceutical Company Limited for the year 2014;		14.00			
15	The Shareholder Return Plan for the Next Three Years (2014-2016) of Guangzhou Baiyunshan Pharmaceutical Holdings Company Limited;		15.00			
16	The resolution on the proposed amendments to the Articles of Association of the Guangzhou Baiyunshan Pharmaceutical Holdings Company Limited; and		16.00			
17	The resolution on proposed execution of Agreement on Compensation of Net Profit by Guangzhou Pharmaceutical Holdings Limited.		17.00			



**3. To fill in the intention of the vote for the “number of shares to be voted”**

<b>Intention</b>	<b>Number of shares to be voted</b>
For	1
Against	2
Abstain	3

**B. EXAMPLES FOR VOTING**

1. Following the closing of trading of the A shares on 26 May 2014, which is the record date, any holder of A shares of a company shall fill in “99.00” and “1 share” under the quoted price and the number of shares to be voted, respectively if they intend to vote in favor of all resolutions to be proposed during the online voting, and shall vote in the following manner:

<b>Voting code</b>	<b>Buy or Sell</b>	<b>Trading price</b>	<b>Number of shares to be traded</b>
738332	Buy	99.00	1 share

2. If any holder of A shares would like to vote separately for the resolutions to be proposed at the AGM with the intention to vote in favor of the proposed Resolution 1, “Report of the Board of the Company for year 2013”, during the online voting, he shall vote in the following manner:

<b>Voting code</b>	<b>Buy or Sell</b>	<b>Trading price</b>	<b>Number of shares to be traded</b>
738332	Buy	1.00	1 share

3. If any holder of A shares would like to vote separately for the resolutions to be proposed at the AGM with the intention to vote against the proposed Resolution 1, “Report of the Board of the Company for year 2013”, during the online voting, he shall vote in the following manner:

<b>Voting code</b>	<b>Buy or Sell</b>	<b>Trading price</b>	<b>Number of shares to be traded</b>
738332	Buy	99.00	2 shares

4. If any holder of A shares would like to vote separately for the resolutions to be proposed at the AGM with the intention to abstain from voting to the proposed Resolution 1, “Report of the Board of the Company for year 2013”, during the online voting, he shall vote in the following manner:

<b>Voting code</b>	<b>Buy or Sell</b>	<b>Trading price</b>	<b>Number of shares to be traded</b>
738332	Buy	99.00	3 shares

## C. MATTERS NEED TO BE BROUGHT TO ATTENTION FOR VOTING

1. In view of the massive number of resolutions to be voted, it is suggested that an A shareholder shall take a vote by proxy directly with quoted price of \$99.00 if he would like to vote for or against or abstain from voting to all resolutions. The A shareholder may decide the sequence of voting for various resolutions to be voted at the AGM. Any vote shall not be withdrawn.
2. Each shareholder shall only vote once for each resolution. If more than one vote (including vote in person, by proxy or through online) is taken, the vote which was first made shall be counted.
3. In case that various matters are to be voted in the AGM, the A shareholder who takes a vote on an individual or several resolution(s) online would be deemed as having in present at the AGM and the number of votes held by him would be counted as the quorum of the AGM. The shareholder who have not voted or where their voting failed to satisfy the requirement of “The Implementation Rules for the Online Voting in the General Meeting for Listed Companies on the Shanghai Stock Exchange (《上海證券交易所上市公司股東大會網絡投票實施細則》)” would be deemed as having abstained from voting.