
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Guangzhou Baiyunshan Pharmaceutical Holdings Company Limited (the “Company”), you should at once hand this circular, together with the accompanying proxy form, to the purchaser(s) or transferee(s) or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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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)

**PROPOSED AMENDMENTS TO
THE ARTICLES OF ASSOCIATION OF THE COMPANY
AND
NOTICE OF ANNUAL GENERAL MEETING**

The 2013 annual general meeting of the Company (the “AGM”) will be held at the conference room of the Company, 45 Sha Mian North Street, Liwan District, Guangzhou City, Guangdong Province, the People’s Republic of China on Thursday, 26 June 2014 at 10:00 a.m. A notice convening the AGM is set out on pages 9 to 13 of this circular.

Whether or not you intend to attend the AGM, you are requested to complete and return the proxy form in accordance with the instructions printed thereon as soon as possible and in any event not less than 24 hours before the time appointed for holding of the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

9 May 2014

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“AGM”	the 2013 annual general meeting of the Company to be held at the conference room of the Company at 45 Sha Mian North Street, Liwan District, Guangzhou City, Guangdong Province, the PRC on Thursday, 26 June 2014, at 10:00 a.m., the notice of which is set out in this circular, or any adjournment thereof
“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors
“Company”	Guangzhou Baiyunshan Pharmaceutical Holdings Company Limited, a joint stock company with limited liability established in the PRC, whose H shares and A shares are listed on The Stock Exchange of Hong Kong Limited and The Shanghai Stock Exchange respectively
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“PRC”	the People’s Republic of China, and for the purpose of this circular only, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	holder(s) of Share(s)
“Shares”	shares of RMB1.00 in the capital of the Company, including (i) domestic shares (the A shares) and (ii) overseas listed foreign shares (the H shares)

LETTER FROM THE BOARD



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)

Board of Directors:

Executive Directors:

Mr. Li Chuyuan (*Chairman*)
Mr. Chen Mao (*Vice Chairman*)
Ms. Liu Juyan
Ms. Cheng Ning
Mr. Ni Yidong
Mr. Wu Changhai
Mr. Wang Wenchu

Registered address and office:

45 Sha Mian North Street
Liwan District
Guangzhou City
Guangdong Province
the PRC

Independent non-executive Directors:

Mr. Wong Lung Tak Patrick
Mr. Qiu Hongzhong
Mr. Fang Shuting
Mr. Chu Xiaoping

Principal place of business in Hong Kong:

Room 2005
20th Floor
Tower Two Lippo Center
89 Queensway
Hong Kong

9 May 2014

To the Shareholders

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY AND NOTICE OF ANNUAL GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is to provide you with information regarding the resolution to be proposed at the AGM relating to, the proposed amendments to the Articles of Association as set out in the notice of the AGM.

LETTER FROM THE BOARD

2. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Scope of amendments

The Company proposed to amend Article 210 and 211 of the Articles of Association as described below:

Article 210

Article 210 prior to the proposed amendment is as follows:

The Company shall distribute dividends on an annual basis. After the Company's general meeting of shareholders has passed a resolution on profit distribution proposal, the Company's Board shall complete the distribution of dividends within two months after the conclusion of the general meeting of shareholders. No dividend is distributable before the Company offsets its losses and makes contributions to the statutory surplus reserve and the statutory public welfare fund.

Article 210 after the proposed amendment will be as follows:

The Company shall distribute dividends on an annual basis. After the Company's general meeting of shareholders has passed a resolution on profit distribution proposal, the Company's Board shall complete the distribution of dividends within two months after the conclusion of the general meeting of shareholders.

Article 211

Article 211 prior to the proposed amendment is as follows:

The profit distribution of the Company is made according to the proportion of the shares held by the shareholders, emphasizing on bringing reasonable investment returns to the investors. The profit distribution policy strives to maintain continuity and stability.

(I) The Company's profit distribution policy is as follows:

1. Principle of profit distribution:

The Company implements a stable policy of profit distribution. On making a profit distribution, the Company will comply with the statutory requirement to make the distribution in order and will take into account the provision of reasonable and stable returns on investment to the shareholders and the long-term and sustainable growth of the Company.

2. Method of profit distribution:

The Company may pay dividends in the form of cash, bonus shares or a combination of both, or such other forms of dividends payment which are permitted by laws and regulations. Subject to the approval of the shareholders, the Board may be authorized to declare interim cash dividends.

LETTER FROM THE BOARD

3. Conditions of profit distribution and minimum dividend proportion:

The Company shall pay the dividends and the amount of cash dividends so paid shall not be less than 10% of the net profit attributable to shareholders of the Company for the year, provided that the working capital requirement for the Company's normal production and operation is met and the long-term and sustainable growth of the Company is maintained, and that there is no material investment plan or material cash expense. In the event that the Company has maintained growth in the profits for the past three years, the Company may increase the proportion for cash dividends to provide more returns to the investors.

Material investment plan or material cash expense represents the proposed external investment, acquisition or purchase of assets by the Company in the coming twelve months with accumulated expenses amounting to or exceeding 10% of the latest audited net assets of the Company.

4. In the event of misappropriation of the Company's funds by a shareholder, the Company can deduct the funds misappropriated from the cash dividends to be allocated to that shareholder as repayment.

(II) Procedures for decision making on profit distribution by the Company:

The proposal for profit distribution of the Company is formulated by the Board after taking into account the Company's specific conditions such as profitability, capital needs and growth of the Company and, upon consideration and approval by the Board, shall be proposed at the general meeting for approval. Independent directors shall express their independent opinions on the reasonableness of the profit distribution proposal for the year before the same is considered by the Board.

(III) In the event that the Company revises its profit distribution policy in response to the external business environment or its own state of operation, the Company shall first consider the protection of the shareholders' interests, make thorough consideration and state the reasons thereof. The revised profit distribution policy shall not be contrary to the relevant requirements of CSRC and stock exchanges in the PRC and Hong Kong. The proposal for the revision of the profit distribution policy shall first be approved by the independent directors of the Company and they shall express independent opinions, and thereafter shall be proposed to the Board for consideration before being submitted to the general meeting for consideration and approval by a special resolution thereat.

If the Company records profits for a year but the Board fails to make any proposal for cash profit distribution, the Board shall state the reasons thereof in detail and the planned application and use of such retained funds that would have been otherwise available for distribution in the annual report for the year, and the independent directors shall express independent opinions in such regard and shall be disclosed accordingly.

LETTER FROM THE BOARD

Article 211 after the proposed amendment will be as follows:

The profit distribution of the Company is made according to the proportion of the shares held by the shareholders, emphasizing on bringing reasonable investment returns to the investors. The profit distribution policy strives to maintain continuity and stability.

(I) The Company's profit distribution policy is as follows:

1. Principle of profit distribution:

The Company implements a stable policy of profit distribution. On making a profit distribution, the Company will comply with the statutory requirement to make the distribution in order and will take into account the provision of reasonable and stable returns on investment to the shareholders and the long-term and sustainable growth of the Company.

2. Method of profit distribution:

The Company may implement profit distribution in the form of cash, bonus shares or a combination of both, or such other forms which are permitted by laws and regulations. For the purpose of profit distribution, distribution in the form of cash dividend shall have priority over dividend in the form of shares. If the Company shall distribute profits in the form of bonus shares, such distribution shall be made subject to the provision of reasonable dividend in the form of cash and maintenance of an appropriate size of share capital, taking into account, among other things, the growth of the Company and dilution of the net asset value per share.

Subject to the satisfaction of the conditions for distribution of cash dividend, the Company shall distribute dividend in cash annually. The Board may, subject to conditions and base on the financial position of the Company, recommend the Company to declare interim dividends.

3. Conditions of profit distribution and minimum dividend proportion:

The Company shall pay dividends and the total amount of cash dividends so paid (including the interim dividend in cash having been distributed) shall not be less than 10% of the net profit attributable to shareholders of the Company for the year and the accumulated profits distributed in cash in the last three years shall not be less than 30% of the average realized annual distributable profits for the last three years, provided that the working capital requirement for the Company's normal production and operation is met and the long-term and sustainable growth of the Company is maintained, and that there is no material investment plan or material cash expense.

LETTER FROM THE BOARD

No dividend shall be distributed before the Company offsets its losses and makes contributions to the statutory surplus reserve and the statutory public welfare fund.

Material investment plan or material cash expense means the proposed external investment, acquisition or purchase of assets by the Company in the next twelve months with accumulated expenses amounting to or exceeding 10% of the latest audited net assets of the Company.

For distribution of dividends, the Board shall take into account, among other things, features of the industries where the Company operates, stage of development, the Company's own business model, profits level and whether there is significant capital expenditure arrangement in distinguishing the following situations and form different profits distribution proposals in accordance with the provisions of the Articles of Association:

- (1) If the Company is at the mature stage of development and has no significant capital expenditure arrangement, the proportion of cash dividends shall be at least 80% in the profit distribution;
- (2) If the Company is at the mature stage of development and has significant capital expenditure arrangement, the proportion of cash dividends shall be at least 40% in the profit distribution;
- (3) If the Company is at the growing stage and has significant capital expenditure arrangement, the proportion of cash dividends shall be at least 20% in the profit distribution.

If it is difficult to distinguish the Company's stage of development but there is significant capital expenditure arrangement, the profit distribution may be dealt with pursuant to the rules applied in the previous distribution.

4. In the event of misappropriation of the Company's funds by a shareholder, the Company can deduct the funds misappropriated from the cash dividends to be allocated to that shareholder as repayment.

(II) Procedures for decision making on profit distribution by the Company:

The management of the Company shall made reasonable proposals on profit distribution to the Board based on, among other things, the provisions of the Articles of Association, the size of share capital, profits, investment arrangement, capital needs, cash flow and returns to shareholders of Company. The Board shall fully and widely listen to the opinions of the independent directors and minority shareholders with respect to the profit distribution proposal through multiple channels and propose a detailed annual or interim profit distribution plans which are scientific and reasonable. The independent directors shall fully express their independent opinions with respect to such distribution plans.

LETTER FROM THE BOARD

When a profit distribution plan is being considered by the Board, it shall be approved by the majority of all directors and approved by more than one half of the independent directors who are also required to express their explicit independent opinions. When it is being considered by the supervisory committee, it shall be approved by the majority of all supervisors. The profit distribution plan should only be submitted to the shareholders' meeting for consideration and approval after it has been considered and approved by the Board and the supervisory committee.

Independent directors may solicit opinions of minority shareholders, propose profit distribution plans and directly submit them to the Board for consideration. The performance of the above functions and exercise of the above authorities by independent directors must be approved by more than one half of all the independent directors.

- (III) In the event that the Company revises its profit distribution policy in response to the external business environment or its own state of operation, the Company shall first consider the protection of the shareholders' interests, make thorough consideration and state the reasons thereof. The revised profit distribution policy shall not be contrary to the relevant requirements of CSRC and stock exchanges in the PRC and Hong Kong. The proposal for the revision of the profit distribution policy shall first be approved by the independent directors of the Company and they shall express independent opinions, and thereafter shall be proposed to the Board for consideration before being submitted to the general meeting for consideration and approval by a special resolution thereat. When considering the revised proposal with regard to cash distribution policies, the Company should, through network voting and other ways, provide convenience for minority shareholders in connection with their attendance at the shareholders' meeting, and such proposal shall be approved by more than two thirds of the voting rights held by the shareholders present at the shareholders' meeting.

If the Company records profits for a year but the Board fails to make any proposal for cash profit distribution, the Board shall state the reasons thereof in detail and the planned application and use of such retained funds that would have been otherwise available for distribution in the annual report for the year, and the independent directors shall express independent opinions in such regard and shall be disclosed accordingly.

3. CONDITIONS AND REASONS FOR THE PROPOSED AMENDMENTS

The proposed amendments to the Articles of Association will come into force after the Shareholders' approval at the AGM.

Pursuant to the "Regulatory Guidance to the Listed Companies No. 3 – Distribution of Cash Dividends by the Listed Companies"* (《上市公司監管指引第3號—上市公司現金分紅》) issued by the China Securities Regulatory Commission requirement dated 30 November

* For identification purpose only

LETTER FROM THE BOARD

2013, the amendments to the Articles of Association as described above were made in order to improve the distribution of cash dividends by the listed companies, enhance transparency in cash dividends and to safeguard investors' legitimate interests.

All the Directors (including the independent non-executive Directors) consider that the proposed amendments to the Articles of Association are in the interests of the Company and the shareholders as a whole.

4. AGM

The AGM will be held at the conference room of the Company, 45 Sha Mian North Street, Liwan District, Guangzhou City, Guangdong Province, the PRC on Thursday, 26 June 2014 at 10:00 a.m. The notice convening the AGM is set out on pages 9 to 13 of this circular. The relevant proxy form is enclosed.

Whether or not you intend to attend the meeting, you are requested to complete and return the proxy form to the office of the Company at 45 Sha Mian North Street, Liwan District, Guangzhou City, Guangdong Province, the PRC in accordance with the instructions printed thereon as soon as possible and in any event not less than 24 hours before the time appointed for holding of the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

All resolutions will be passed by way of a poll.

5. RECOMMENDATION

The Board considers that the proposed amendments to the Articles of Association and the other resolutions as set out in the notice of the AGM are in the interest of the Company and its Shareholders as a whole, and recommends the Shareholders to vote in favor of all the resolutions to be proposed at the AGM.

Yours faithfully,

On behalf of

Guangzhou Baiyunshan Pharmaceutical Holdings Company Limited

Li Chuyuan

Chairman

NOTICE OF AGM



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”).

NOTICE OF AGM

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.

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;

NOTICE OF AGM

- (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).

NOTICE OF AGM

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

NOTICE OF AGM

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.

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Attachment

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

NOTICE OF AGM

(2) *Separate voting on each resolution*

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

Resolutions	Voting code	Quoted price	For	Against	Abstain
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			

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Resolutions	Voting code	Quoted price	For	Against	Abstain
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			

NOTICE OF AGM

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

Intention	Number of shares to be voted
For	1
Against	2
Abstain	3

B. EXAMPLES FOR VOTING

- 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:

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

- 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:

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

- 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:

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

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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:

Voting code	Buy or Sell	Trading price	Number of shares to be traded
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.