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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 2015 ANNUAL GENERAL MEETING

IMPORTANT NOTICE

- Date and time of the 2015 annual general meeting (the “AGM”) to be held on-site: 23 June 2016 (Thursday) at 10:00 a.m..
- Registration date of the AGM : 24 May 2016 (Tuesday).
- Place at which the AGM will be held: 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 the holding of the AGM: the AGM will be held both on-site and by way of network voting (applicable to A shares).

I. INFORMATION REGARDING THE CONVENING OF THE AGM

1. The resolutions to convene the AGM were considered and passed at the 21st meeting of the sixth session of the board of directors of the Company (the “**Board**”).
2. Date and time of the AGM: 23 June 2016 (Thursday) at 10:00 a.m..
3. Place at which the AGM will be held: Conference Room of the Company, 45 Sha Mian North Street, Liwan District, Guangzhou City, Guangdong Province, the PRC.
4. The Convener of the meeting: the Board.
5. Manner of voting: the manner of the voting for the AGM will be both on-site and by way of network voting (applicable to A shares).

6. The system, commencement date, ending date and voting time of the network voting (applicable to A shares):

The Company shall offer the network voting system of The Shanghai Stock Exchange (the “SSE”). The time for casting votes via the voting platform of the trading system is the trading sessions on the date on which the AGM will be held (23 June 2016) i.e. 9:15 to 9:25, 9:30 to 11:30 and 13:00 to 15:00. The time for casting votes via network voting will be from 9:15 to 15:00 on the date on which the AGM will be held.

7. The voting procedure of accounts in respect of margin trading and securities lending, refinancing, buy-back agreement business and investors of the Northbound Trading Link:

The voting procedure of accounts in respect of margin trading and securities lending, refinancing, buy-back agreement business and investors of the Northbound Trading Link shall be conducted in accordance with the relevant provisions of the Detailed Rules of the Shanghai Stock Exchange for Online Voting in Shareholders’ General Meetings of Listed Companies etc..

8. Solicitation of shareholders’ voting rights:

Not applicable.

II. MATTERS TO BE CONSIDERED AT THE AGM

1. To be considered and passed by way of ordinary resolutions:

- (1) Report of the Board for year 2015;
- (2) Report of the supervisory committee of the Company for year 2015;
- (3) Financial reports of the Company for year 2015;
- (4) Auditors’ reports of the Company for year 2015;
- (5) Proposal on profit distribution and dividend payment of the Company for year 2015;
- (6) Operational targets and financial budget report of the Company for year 2016;
- (7) Resolution on the total service emoluments to be paid to the directors of the Company for year 2016;
- (8) Resolution on the total service emoluments to be paid to the supervisors of the Company for year 2016;

- (9) Resolution on the amounts of guarantees to be provided by the Company to secure the bank loans for some of its subsidiaries;
- (10) Resolution on the application by the Company for general banking facilities not exceeding RMB2 billion;
- (11) Resolution on entrusted loans business between the Company and its subsidiaries;
- (12) Resolution on the prediction of daily connected transactions of the year 2016;
- (13) Resolution on the re-appointment of BDO China Shu Lun Pan Certified Public Accountants LLP as the auditors of the Company for year 2016;
- (14) Resolution on the re-appointment of BDO China Shu Lun Pan Certified Public Accountants LLP as the auditors for the internal control of the Company for year 2016;
- (15) Resolution on amendments to the rules of Procedure of Shareholders' Meetings of the Company;
- (16) Resolution on amendments to the rules of Procedure of the Board of Directors of the Company;
- (17) Resolution on amendments to the rules of Procedure of the Supervisory Committee of the Company;

The above resolutions were approved at (i) both the 21st meeting of the sixth session of the Board and the 11th meeting of the sixth session of the supervisory committee of the Company held on 18 March 2016 and (ii) both the 22nd meeting of the sixth session of the Board and the 12th meeting of the sixth session of the supervisory committee of the Company held on 27 April 2016.

2. To be considered by way of special resolutions:
 - (1) Resolution on the granting of a general mandate to the Board for issuing the new shares of the Company;
 1. Subject to the satisfaction of the conditions set out in paragraphs (a), (b) and (c) below, an unconditional general mandate be granted to the Board to allot, issue and deal with A shares (the “**A Shares**”) and/or H shares (the “**H Shares**”) during the Relevant Period (as defined below) and to make or grant offers, agreements and options in this connection:
 - (a) save and except that the Board may make or grant offers, agreements and options pursuant to the unconditional general mandate during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period, the unconditional general mandate may exercise only during the Relevant Period;
 - (b) the aggregate nominal amount of the A Shares and H Shares allotted, issued and dealt whether conditionally or unconditionally (whether pursuant to an option or otherwise) by the Board during the Relevant Period, other than the shares issued pursuant to a rights issue or the right to purchase the shares of the Company under any option scheme or similar arrangement, shall not exceed 20% of each of the A Shares and/or H Shares in issue as at the date of passing this resolution; and
 - (c) in exercising the mandate granted above, the Board must comply with the Companies Law of the PRC, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and other applicable laws, rules and regulations of governments or regulatory authorities and have obtained approvals from the China Securities Regulatory Commission and/or other relevant PRC government departments.
 2. For the purpose of this special resolution, “Relevant Period” means the period from the passing of this special resolution until whichever is the earlier of:
 - (a) the conclusion of the next annual general meeting following the passing of this special resolution;
 - (b) the expiration of a period of twelve months following the passing of this special resolution; and
 - (c) the date on which the authority granted to the Board as set out in this special resolution is revoked or varied by a special resolution of the members of the Company in any general meeting.

3. Subject to paragraph 1, the Board be and is hereby authorised to approve the increase in the registered capital of the Company to reflect the number of shares issued pursuant to the general mandate granted under paragraph 1 of this special resolution and to make such corresponding amendments to the articles of association of the Company to reflect the increase in the registered capital of the Company and to take such necessary actions and to complete such necessary procedures to reflect the issue of shares and the increase in the registered capital of the Company in connection with paragraph 1 of this special resolution.

(2) Resolution on amendments to the articles of association of the Company.

The above resolutions were approved at the 22nd meeting of the sixth session of the Board of the Company held on 27 April 2016.

III. ATTENDEES OF THE AGM AND BOOK CLOSURE PERIOD FOR HOLDERS OF H SHARES

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 after the end of the trading hours on 24 May 2016 (Tuesday) (including those holders of H shares who have submitted verified application documents for the transfer of shares on or before 24 May 2016 (Tuesday)) are entitled to attend the AGM. The register of members of the Company will be closed from 25 May 2016 (Wednesday) to 23 June 2016 (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 4:00 p.m. on 24 May 2016 (Tuesday).
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 meeting on his/her behalf. If any shareholder appoints more than one proxy, the proxies can only vote by poll. To be valid, the proxy form and the notarially certified power of attorney and/or other documents of authorization (if any) must be delivered to the Company's office address (for holders of A shares) or the office address of the Company's H share Registrar, Hong Kong Registrars Limited (for holders of H shares) no less than 24 hours before the time appointed for the holding of the AGM or 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 fax in accordance with the instructions printed thereon before 3 June 2016 (Friday).
4. The directors, supervisors and senior management of the Company.

5. The lawyers of the Company.

IV. REGISTRATION FOR THE AGM

A. Methods of registration

1. *On-site registration*

To attend the AGM, an individual shareholder should bring along his/her identity card, 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 for registration purpose. 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 for registration purpose. Shareholders outside Guangzhou can register by mail, telephone or fax.

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 shareholding registration date of the AGM.

B. Place and time of registration

Registration date and time: 09:30 a.m.-11:30 a.m. and 2:30 p.m. - 4:30 p.m. on 3 June 2016 (Friday)

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 of Guangzhou Baiyunshan Pharmaceutical Holdings Company Limited, 45 Sha Mian North Street, Liwan District, Guangzhou City, Guangdong Province, the PRC
Postal code: 510130
Contact person: Chen Jing/Huang Xuezen
Telephone: (8620) 6628 1217/6628 1220/6628 1219
Fax: (8620) 6628 1229
Email: sec@gybys.com.cn/chenj@gybys.com.cn

2. Address of the 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, Wan Chai, Hong Kong

3. Shareholders attending the AGM shall be responsible for their own travelling and accommodation expenses.
4. Reporters attending the AGM shall register before the registration time for the shareholders.

VI. DOCUMENTS AVAILABLE FOR INSPECTION

1. Resolutions passed at the 21st meeting of the sixth session of the Board and the relevant announcement.
2. Resolutions passed at the 22nd meeting of the sixth session of the Board and the relevant announcement.
3. Resolutions passed at the 11th meeting of the sixth session of the supervisory committee of the Company and the relevant announcement.
4. Resolutions passed at the 12th meeting of the sixth session of the supervisory committee of the Company and the relevant announcement.

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

Guangzhou, the PRC, 6 May 2016

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. Chu Xiaoping and Mr. Jiang Wenqi as independent non-executive directors.