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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

The Company hereby announces that at the meeting of the Board held on 29 August 2016, the Board approved the Proposed Amendments, the details of which are set out in the section headed “Proposed Amendments” below.

PROPOSED AMENDMENTS

1. Article 21 will be amended by inserting the following at its end:

“As approved by China Securities Regulatory Commission, the Company issued 334,711,699 domestic shares pursuant to a non-public issue of domestic shares of the Company. After the completion of such issuance, the total number of shares of the Company is 1,625,790,949. The shareholding structure of the Company is as follows:

- (1) 732,305,103 shares (State shares), representing 45.04% of the total number of shares of the Company, are held by Guangzhou Pharmaceutical Holdings Limited, the promoter;
 - (2) 219,900,000 shares (foreign shares), representing 13.53% of the total number of shares of the Company, are held by overseas investors;
 - (3) 673,585,846 shares (domestic shares), representing 41.43% of the total number of shares of the Company, are held by domestic investors.”
2. Article 24 will be amended by deleting the registered capital of the Company (i.e. RMB1,291,079,250) as currently contained thereunder and replacing it with the registered capital of the Company immediately after the completion of the Proposed Placing (i.e. RMB1,625,790,949).

* *For identification purpose only*

REASONS FOR THE PROPOSED AMENDMENTS

The Company has completed the issue of an aggregate of 334,711,699 A shares of the Company under the Proposed Placing, as described in more detail in the announcement of the Company dated 18 August 2016. After the completion of the Proposed Placing, the total number of Shares in issue, the shareholding structure and the registered capital of the Company have changed. The Proposed Amendments are necessary to reflect such changes in the Articles of Association and are therefore in the interests of the Company and the Shareholders as a whole.

SHAREHOLDERS' APPROVAL OF THE PROPOSED AMENDMENTS

The Proposed Amendments are subject to the approval by the Shareholders at the EGM. A circular of the Company containing, among other things, details of the Proposed Amendments, together with a notice of the EGM and forms of proxy, will be despatched to the Shareholders in due course.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following terms have the following meanings:

“Articles of Association”	the articles of association of the Company;
“Board”	the board of Directors;
“Company”	Guangzhou Baiyunshan Pharmaceutical Holdings Company Limited (廣州白雲山醫藥集團股份有限公司), 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”	directors of the Company;
“EGM”	the extraordinary general meeting of the Company proposed to be held for the Shareholders to consider and, if thought fit, approve the Proposed Amendments, including any adjournment thereof;
“PRC”	the People’s Republic of China, which for the purpose of this announcement only, excludes the Hong Kong Special Administrative Region, the Macau Special Administrative Region and Taiwan;
“Proposed Amendments”	the proposed amendments to the Articles of Association as described in this announcement;

“Proposed Placing”	the non-public issue and placing of new A Shares as described in more detail in the circulars of the Company dated 26 February 2015 and 16 February 2016;
“Share(s)”	A share(s) and/or H share(s) of the Company; and
“Shareholder(s)”	the holder(s) of the Shares.

The Board of
Guangzhou Baiyunshan Pharmaceutical Holdings Company Limited

Guangzhou, the PRC, 29 August 2016

As at the date of this announcement, 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.