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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 SECOND EXTRAORDINARY GENERAL MEETING IN 2016

IMPORTANT NOTICE

- Date and time of the second extraordinary general meeting in 2016 (the “EGM”) of Guangzhou Baiyunshan Pharmaceutical Holdings Company Limited (the “Company”) on-site: 11 November 2016 (Friday) at 10:00 a.m.
- The registration date of the EGM: 11 October 2016 (Tuesday)
- Place of the EGM: Conference Room of the Company, 45 Sha Mian North Street, Liwan District, Guangzhou City, Guangdong Province, the People’s Republic of China (the “PRC”)
- Manner of holding the EGM: the EGM will be held both on-site and by way of network voting (applicable to A shares)

I. INFORMATION REGARDING THE CONVENING OF THE EGM

1. The resolution to convene the EGM was considered and passed at the 26th meeting of the sixth session of the board of directors of the Company (the “Board”).
2. Date and time of the EGM: 11 November 2016 (Friday) at 10:00 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: the manner of voting in the EGM 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 a network voting system on the Shanghai Stock Exchange (the “SSE”). The times for casting votes via the network voting platform are the trading sessions on the date on which the EGM is held (11 November 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 is 9:15 to 15:00 on the date on which the EGM is held.

7. Voting procedures for securities margin trading, refinancing, the business of the repurchase agreement accounts and the investors of SH Equities:

The voting procedures for the relevant accounts of securities margin trading, refinancing, the business of the repurchase agreement accounts and the investors of SH Equities should satisfy the requirements 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》).

8. For the network voting procedures of the EGM, please refer to the announcements and other relevant files of the second extraordinary general meeting in 2016 which is disclosed on the website of the SSE (<http://www.sse.com.cn>).

II. MATTERS TO BE CONSIDERED AT THE EGM

1. To be approved by way of a special resolution:

Resolution on the amendments to the articles of association of the Company.

The above resolution was approved at the 26th meeting of the sixth session of the Board held on 29 August 2016.

2. To be approved by way of an ordinary resolution:

Resolution on the distribution of special dividend of the Company.

The above resolution was approved at the 26th meeting of the sixth session of the Board held on 29 August 2016.

III. ATTENDEES OF THE EGM

1. Holders of domestic shares (A shares) and overseas listed foreign capital shares (H shares) whose names appear on the register of members of the Company at the close of business in the afternoon on 11 October 2016 (Tuesday) (including those holders of H shares who have already submitted documents of shareholding transfer applications on or before 11 October 2016 (Tuesday)) are entitled to attend the EGM. The register of members of the Company will be closed from 12 October 2016 (Wednesday) to 11 November 2016 (Friday) (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 no later than 4:30 p.m. on 11 October 2016 (Tuesday).
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 EGM 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 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 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 in accordance with the instructions printed thereon before 21 October 2016 (Friday).
4. The directors, supervisors and senior management of the Company.
5. Agency representatives, lawyers and voting scrutineer and other relevant persons appointed by the Company.

IV. REGISTRATION FOR THE EGM

A. *Methods of registration*

On-site registration

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 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.

B. Place and time of registration

Registration date and time: 9:30 a.m.-11:30 a.m. and 1:00 p.m.-3:00 p.m. on 21 October 2016 (Friday)

Place of registration: The Secretariat to the Board, 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 Xuezheng

Tel: (8620) 6628 1217/ 6628 1220/ 6628 1219

Fax: (8620) 6628 1229

Email: sec@gybys.com.cn/chenj@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 EGM is expected to last for one day. Shareholders attending the EGM shall be responsible for their own travelling and accommodation expenses.

4. Reporters attending the EGM shall register in advance during the shareholder registration period.

VI. DOCUMENTS AVAILABLE FOR INSPECTION

The resolutions and the announcement(s) of the resolutions passed at the 26th meeting of the sixth session of the Board.

The Board of
Guangzhou Baiyunshan Pharmaceutical Holdings Company Limited

Guangzhou, the PRC, 22 September 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.