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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)

**ANNOUNCEMENT  
ON  
EXTENSION OF THE EFFECTIVE PERIOD OF THE SHAREHOLDERS'  
RESOLUTIONS RELATING TO THE PROPOSED PLACING  
AND  
EXTENSION OF THE EFFECTIVE PERIOD OF THE AUTHORISATION  
GRANTED TO THE BOARD AND PERSONS AUTHORISED BY THE  
BOARD TO HANDLE MATTERS RELATING TO THE PROPOSED  
PLACING**

References are made to (i) the announcements dated 12 January 2015, 4 May 2015, 9 July 2015, 28 October 2015, 26 November 2015 and 9 December 2015; (ii) the circular dated 26 February 2015 (collectively, the “**Announcements and Circular**”); and (iii) the poll results announcement dated 17 March 2015 (the “**Poll Results Announcement**”) of the Company in relation to, among other things, the Proposed Placing (revised as disclosed in the announcements dated 28 October 2015 and 26 November 2015 respectively). Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcements and Circular.

In the last update on the Proposed Placing, being the announcement dated 9 December 2015, it was disclosed that the Proposed Placing has been approved by the Issuance Examination Committee of the CSRC. As at the date of this announcement, the Company has not yet received the written approval from the CSRC. Considering that the effective period of the Shareholders’ resolutions relating to (i) the Proposed Placing; and (ii) the authorisation granted to the Board and persons authorised by the Board to handle matters relating to the Proposed Placing, which were approved and passed by the Independent Shareholders, the Independent A Share Shareholders and the Independent H Share Shareholders respectively at the EGM, the A Share Class Meeting and the H Share Class Meeting held on 13 March 2015 (collectively, the “**Previous Shareholders’ Meetings**”) (for (i) above, please refer to the special resolution No. 1.10 set out in the respective poll results of the Previous

Shareholders' Meetings in the Poll Results Announcement; and for (ii) above, please refer to the ordinary resolution Nos. (10), 3 and 3 set out in the respective poll results of the Previous Shareholders' Meetings in the Poll Results Announcement), will expire in March 2016, the Board proposed to convene the first extraordinary general meeting of 2016, the first class meeting of the A Share Shareholders of 2016 and the first class meeting of the H Share Shareholders of 2016 (collectively, the "**2016 EGM and Class Meetings**") for the Independent Shareholders to consider the following proposed resolutions:

*By special resolution*

1. To extend the effective period of the Shareholders' resolutions relating to the Proposed Placing for a further period of 12 months, commencing from the date of the passing of the relevant resolution at the 2016 EGM and Class Meetings.

*By ordinary resolution*

2. To extend the effective period of the authorisation granted to the Board and persons authorised by the Board to handle matters relating to the Proposed Placing for a further period of 12 months, commencing from the date of the passing of the relevant resolution at the 2016 EGM and Class Meetings.

(collectively, the "**Extension Resolutions**")

## **REASONS FOR THE EXTENSION RESOLUTIONS**

The Board proposed to extend the effective period of the Shareholders' resolutions relating to the Proposed Placing based on the following reasons: (i) despite having obtained the approval from the Issuance Examination Committee of the CSRC on 9 December 2015, as at the date of this announcement, the Company has not yet received the written approval from the CSRC, which is the only outstanding condition precedent to the completion of the Proposed Placing as at the date of this announcement, and it is unclear whether the written approval from the CSRC will be obtained before the expiry of the effective period of the said Shareholders' resolutions; and (ii) even after the written approval from the CSRC has been received, there would still be administrative matters relating to the Proposed Placing that the Company needs a certain amount of time to deal with.

Taking into account the abovementioned reasons, the Board is of the view that it is necessary and in the interests of the Company and the Shareholders as a whole to extend the effective period of (i) the Shareholders' resolutions relating to the Proposed Placing and (ii) the authorisation granted to the Board and persons authorised by the Board to handle matters relating to the Proposed Placing for a further period of 12 months, commencing from the date of the passing of the Extension Resolutions at the 2016 EGM and Class Meetings.

Save for the above extensions, details of the Proposed Placing (revised as disclosed) remain unchanged and in full force and effect.

## GENERAL

The independent board committee, comprising all the independent non-executive Directors, has been formed to advise the Independent Shareholders on the Extension Resolutions. In this connection, the Company will appoint an independent financial adviser to advise the independent board committee of the Company. Further announcement will be made in relation to the appointment of the independent financial adviser.

The 2016 EGM and Class Meetings will be convened and held for the Independent Shareholders to consider and, if thought fit, approve the Extension Resolutions. Since only the Independent Shareholders voted on the said Shareholders' resolutions at the Previous Shareholders' Meetings, all members of the Concert Group and their respective parties acting in concert and associates and any Shareholders who are interested in or involved in the Proposed Placing will abstain from voting at the 2016 EGM and Class Meetings. The notices convening the 2016 EGM and Class Meetings and forms of proxy are expected to be despatched to the Shareholders on or before 18 January 2016.

A circular, containing (i) details of the Extension Resolutions; (ii) recommendation of the independent board committee of the Company; and (iii) a letter from the independent financial adviser to be appointed by the Company containing its advice, is expected to be despatched to the Shareholders on or before 5 February 2016.

**Shareholders and potential investors should be cautioned that the Proposed Placing is still subject to obtaining the written approval from the CSRC and, therefore, the Proposed Placing may or may not proceed. Accordingly, Shareholders and potential investors are advised to exercise caution when dealing in the Shares. The Company will make further announcement(s) in relation to the progress of the Proposed Placing as and when appropriate.**

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

Guangzhou, the PRC, 15 January 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.*