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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 FIRST CLASS MEETING OF HOLDERS OF OVERSEAS LISTED FOREIGN CAPITAL SHARES IN 2016

IMPORTANT NOTICE

- Date and time of the first class meeting of holders of overseas listed foreign capital shares in 2016 (the “Class Meeting of H Shareholders”) of Guangzhou Baiyunshan Pharmaceutical Holdings Company Limited (the “Company”): 10 March 2016 (Thursday) (immediately after the conclusion of the first extraordinary general meeting in 2016 which shall commence at 10:00 a.m. or any adjournments thereof held on the same date and at the same place)
- Manner of holding the Class Meeting of H Shareholders: on-site

i. Information Regarding the Convening of the Class Meeting of H Shareholders

1. The resolution to convene the Class Meeting of H Shareholders was considered and passed at the 20th meeting of the sixth session of the board of directors (the “Board”) of the Company.
2. Date and time of the Class Meeting of H Shareholders: 10 March 2016 (Thursday) (immediately after the conclusion of the first extraordinary general meeting in 2016 which shall commence at 10:00 a.m. or any adjournments thereof held on the same date and at the same place).
3. Place of the Class Meeting of H Shareholders: Conference Room of the Company, 45 Sha Mian North Street, Liwan District, Guangzhou City, Guangdong Province, the People’s Republic of China (“PRC”).
4. The convener of the meeting: the Board.

ii. Matters to be Considered at the Class Meeting of H Shareholders

1. To be considered by way of special resolution:

Resolution on the extension of the effective period of the shareholders' resolutions for the non-public issue of A shares of the Company.

The above resolution was approved at the 20th meeting of the sixth session of the Board of the Company held on 15 January 2016.

2. To be considered by way of ordinary resolution:

Resolution on the extension of the effective period of conferring full powers on the Board and persons authorized by the Board to handle matters relating to the non-public issue of A shares of the Company.

The above resolution was approved at the 20th meeting of the sixth session of the Board of the Company held on 15 January 2016.

iii. Attendees of the Class Meeting of H Shareholders

1. Holders of 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 5 February 2016 (Friday) (including those holders of H shares who have already successfully submitted documents of shareholding transfer applications on or before 5 February 2016 (Friday)) are entitled to attend the Class Meeting of H shareholders. The register of members of the Company will be closed from 6 February 2016 (Saturday) to 10 March 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 Class Meeting of H Shareholders, 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 5 February 2016 (Friday).
2. Any shareholder entitled to attend and vote at the Class Meeting of H Shareholders is entitled to appoint one or more proxies (whether or not he/she is a shareholder) to attend and vote at the meeting on the shareholder's 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 Class Meeting of H Shareholders or its any adjournment thereof.

3. Shareholders who intend to attend the Class Meeting of H Shareholders 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 19 February 2016 (Friday).
4. The directors, supervisors and senior management of the Company.
5. Agency representatives, lawyers and inspectors and other relevant persons appointed by the Company.

iv. Registration for the Class Meeting of H Shareholders

A. Method of registration

On-site registration

To attend the Class Meeting of H Shareholders, an individual shareholder should bring along his/her identity card and 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. to 11:30 a.m. and 1:00 p.m. to 3:00 p.m. on 19 February 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 Xuezheng
- Tel: (8620) 6628 1217/ 6628 1220/ 6628 1218
- Fax: (8620) 6628 1229
- Email: sec@gybys.com.cn/ chenjing@gybys.com.cn
2. Address of Hong Kong Registrars Limited: 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong
3. The Class Meeting of H Shareholders is expected to last for one day. Shareholders attending the meeting shall be responsible for their own travelling and accommodation expenses.
4. Reporters attending the Class Meeting of H Shareholders shall register in advance during the shareholder registration time.

vi. Documents Available for Inspection

Resolutions and announcement of resolutions passed at the 20th meeting of the sixth session of the Board of the Company.

The Board of
Guangzhou Baiyunshan Pharmaceutical Holdings Company Limited

Guangzhou, the PRC, 18 January 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.